



David E. Wells

Partner

Miami

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David advises public and private companies on mergers and acquisitions and corporate finance transactions in a variety of industries. “David is very commercial and has always represented his clients strongly.” - *Chambers USA*

David focuses on advising public and private companies on mergers and acquisitions and corporate finance transactions. He has worked on a wide variety of mergers and acquisitions, including public company mergers, going-private transactions, strategic and financial investments and divestitures, public and private leveraged acquisitions and spin-offs, exchange offers, tender offers, and hostile-takeovers and defenses. Mr. Wells routinely assists clients with corporate finance transactions, including public and private securities offerings, including Regulation D and offshore offerings, IPOs, registered direct offerings, secondary offerings, PIPEs, and registered shelf offerings. David has received numerous awards for his securities and mergers and acquisitions work.

He also provides guidance on corporate governance, securities law compliance, securities exchange (NYSE, NASDAQ and OTC) compliance, director fiduciary duties and executive compensation, equity compensation plans, self-tender offers, stock repurchases, and accelerated stock repurchase programs.

From startups to Fortune 500 companies, David has represented a wide variety of public and private clients in various industries, such as health care, medical device, life sciences, video games, telecommunications, hi-tech equipment and services, software as a service, internet-based retailers, alternative experiential marketing, regulated and unregulated financial services, REITs, real estate development, private investment funds, alternative energy,

poultry production, premium spirits and other consumer brands, airport development, and manufacturing and distribution.

His unique financial and legal background has assisted a number of small companies grow into large, established private or public companies.

Key Matters

Some of the experience represented below may have been handled at a previous firm.

Representative M&A and Securities Engagements

- Representation of Metropolitan Health Networks, Inc. (NYSE) in its US\$850M sale to Humana, Inc. (NYSE)
- Representation of HemaCare (OTC), a human derived cellular products provider, in connection with its US\$380M sale to Charles River
- Representation of primary care network in establishment of joint venture to acquire primary care networks in various regions of the United States
- Represented Collier Enterprise, a real estate management and investment company, in its complex reorganization and sale to the Tarpon Blue Companies
- Representation of Metropolitan Health Networks, Inc. (NYSE) in its US\$417M leveraged acquisition of Continucare Corporation (NYSE) for cash and stock
- Representation of regulated financial institution in connection with sale of US\$1B of equity subscriptions to fund strategic acquisitions°
- Representation of acquirer in stock and asset purchase of multi-billion-dollar technology service provider (NYSE)
- US\$2B sale of LNR to Cerberus Capital - Representation of Special Committee of LNR (NYSE)
- Multi-billion-dollar hostile acquisition of medical device company (NYSE) - served as acquirers local counsel
- Representation of PetSupermarket, Inc. in sale to Roark Capital
- Representation of Angel's Share Brands, LLC, the owner of the Angel's Envy Bourbon, in acquisition by Bacardi Limited
- Representation of founder of Invicti Security, which provides enterprise-wide application security testing, in connection with US\$625M growth investment by Summit Partners
- Representation of Transplant Connect, Inc, which provides software that supports the donation, transplant and research of human biologics, in connection with a sale to Invita Healthcare
- Representation of Shiver Entertainment, an electronic game development studio, in connection with its sale to Saber Interactive
- Represented 50% owner of real estate management and investment company explore complex reorganization and sale of hundreds of subsidiaries
- Representation of Heaven's Door whiskey in connection with its organization, negotiation of various IP licenses and multiple equity and debt financings
- Representation of Internet-based retailer in restructuring and US\$150M+, leveraged sale to strategic acquirer for cash, debt and equity
- Leveraged buyout of construction and engineering company
- Representation of direct marketing company in a series of transactions valued at US\$130M

- Representation of food production company in US\$100M+ going private transaction
- \$80 million bid for technology company (NASDAQ)
- \$60 million bid for technology equipment company
- Representation of investment fund in takeover contest involving a software company (NASDAQ & TSX)
- Representation of largest shareholders of software company in US\$35M sale of company to a multinational computer software technology corporation (NYSE)
- Representation of investment fund in takeover bid for publicly traded federal savings bank (NASDAQ)
- Representation of luxury shoe brand in sale to private equity group for cash and equity
- Representation of ethanol producer in restructuring and leveraged sale to strategic acquirer

Representative Capital Markets Engagements

- Assisted in structuring of US\$600M Reg. D/ Reg. S preferred stock offering - Financial Institution
- Private offering of US\$400M of units - Investment Funds
- Private offering of US\$150M of subordinated debt securities - Investment Fund
- Public offering of US\$106M of common stock - Real Estate Investment Fund
- Public offering of US\$80M of preferred stock - REIT
- US\$60M sale and exchange of preferred stock - Technology Company
- PIPE offering of US\$30M of Series A Preferred Stock - Wireless Technology Company
- PIPE offering of US\$30M of Series B Preferred Stock - Wireless Technology Company
- US\$6M IPO of common stock - Biotech Company
- Development of Accelerated Stock Repurchase Program for Investment Bank

Representative Securities Counsel Engagements

- Metropolitan Health Networks, Inc. (NYSE)
- Heartware International, Inc. (NASDAQ: GM)
- Bioheart, Inc. (NASDAQ)
- Airspan Networks, Inc. (NASDAQ: NMS)
- Koger Equity, Inc. (NYSE)
- Rica Foods, Inc. (AMEX)
- SFBC, Inc. (NYSE)

Representative Internal Investigations and Special Committee Projects

- Review of Fortune 500 Company's supply system for control weakness
- Investigation of US\$75M transaction by NYSE listed company
- Investigation of US\$35M of transactions by AMEX listed company
- Risk assessment for US\$600M investment in private investment fund
- Investigation of US\$140M of transactions by bank
- Investigation of private placements by bank

Representative Securities Commission Inquiries and Enforcement Actions

- Rica Foods, Inc. (AMEX)
- Former executive of Home Gold Mortgage (NYSE)
- Representation of largest investor in publicly traded technology company (NASDAQ)
- Representation of receiver approved in SEC initiated receivership action
- Voice Flash, Inc (OTC)

Recognitions

- Listed, *The Best Lawyers in America*, Securities / Capital Markets Law, Mergers and Acquisitions Law, 2008-2024
 - Listed, *Chambers USA Guide*, 2007-2023
 - Listed, *Super Lawyers* magazine, *Florida Super Lawyers*, 2007, 2010-2018
 - Listed, *South Florida Legal Guide*, “Top Lawyer,” 2013-2016
 - Finalist, *Daily Business Review*, “Top Dealmaker of the Year - Corporate Finance Category,” 2013
 - Team Member, “U.S.A. M&A Deal of the Year – Large Markets,” Global M&A Network, 2013
 - Finalist, *Daily Business Review*, “Top Dealmaker of the Year - Corporate (Domestic) Category,” 2012
 - Listed, *Florida’s Best Lawyers*, 2012
 - Finalist, *The M&A Advisor*, Healthcare/Life Sciences Deal of the Year, 2011
 - Finalist, *The M&A Advisor*, Upper Middle Market Deal of the Year, 2011
 - Rated, AV Preeminent® 5.0 out of 5.0
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Activities

- Member, Board of Trustees, Miami Waterkeeper
 - Member, Association for Corporate Growth (ACG) Miami
 - Member, Tropical Audubon Society
 - Member, Business Law Section of the Florida Bar
 - Member, American Bar Association
 - Member, The Florida Bar
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Credentials

EDUCATION

David received his J.D. from the University of Michigan Law School and his M.B.A. from the University of Michigan Business School. He received his B.A. in Economics, *magna cum laude*, from Colgate University, where he was Phi Beta Kappa.

ADMISSIONS

- Florida

Related Insights & News

SPONSORSHIP

Winston Sponsors ACG's New Miami Network

MARCH 20, 2024

SPONSORSHIP

Winston Sponsors Celebration of *The Legal 500* GC Powerlist – Miami 2024

FEBRUARY 1, 2024

RECOGNITIONS

Winston Attorneys Recognized in *The Best Lawyers in America*® 2024

AUGUST 17, 2023

RECOGNITIONS

Winston & Strawn Recognized in *Chambers USA* 2023

JUNE 6, 2023

IN THE MEDIA

David Wells Joins Winston & Strawn in Miami

MAY 25, 2023

PRESS RELEASE

Winston & Strawn Further Strengthens Miami Transactions Practice With Addition of David Wells

MAY 24, 2023

Capabilities

