

**Steven T. Lawrence**

Shareholder

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Steve's practice focuses on the legal and business needs of companies and individuals in a wide range of corporate and transactional matters. Steve handles every aspect in the life of a company from start-up and formation to operations matters and supply chain, vendor and technology agreements to acquisitions. Steve has extensive experience in a wide range of corporate and transactional matters, including mergers and acquisitions, healthcare transactions, intellectual property issues, licensing, entity formation and business structuring. Steve drafts and negotiates contracts from day-to-day supplier and vendor arrangements to agreements for the purchase or sale of businesses. Steve counsels clients in business matters, such as technology issues, leases, employment agreements, and the protection of intellectual property.

Steve has worked with clients in a wide range of industries, including healthcare, technology, retail, real estate, manufacturing, sports, medical device, biotechnology, entertainment, mining, energy, professional, financial services, telecommunications and utilities.

Mergers and Acquisitions

Steve has served as lead counsel in a variety of M&A transactions from transactions involving privately-held companies to multi-national publicly traded companies. Steve has drafted, negotiated and implemented letters of intent and term sheets, conducted due diligence, including extensive intellectual property due diligence, drafted and negotiated purchase agreements and assisted with post-closing obligations. Steve has conducted extensive research and analysis of issues surrounding representations and warranties, indemnification obligations, conditions and covenants. Steve has counseled numerous Boards of Directors and C-level executives regarding fiduciary duties and obligations in the context of sale transactions. Steve has worked with financial advisors and investment bankers in structuring transactions.

Operations Transactions

Steve has drafted, negotiated, analyzed and enforced a wide variety of operations transactions, including distribution agreements, vendor and supply chain agreements, group purchasing arrangements, RFPs, purchase orders and others. Steve has extensive experience in Uniform Commercial Code matters.

PRACTICE AREAS

- Business and Corporate
- Mergers and Acquisitions
- Health Care Business Transactions
- Intellectual Property
- Health Care

EDUCATION

- Loyola University Chicago – Master of Laws in Health Law (LL.M.) 2013
- Arizona State University – M.B.A., 2001
- University of the Pacific – McGeorge School of Law – J.D., with distinction, 1994
- California State University, Sacramento – B.S. Business Administration (Management) 1990

ADMISSIONS

- Arizona, 1994
- California (inactive), 1995
- U.S. District Court, District of Arizona, 1996
- U.S. Court of Appeals, Ninth Circuit, 2001

PROFESSIONAL LEADERSHIP

- State Bar of Arizona
- State Bar of Arizona Business Law Section
- American Health Lawyers Association
- Arizona Society of Healthcare Attorneys
- Arizona Technology Council, Chairman Public Policy Committee and Member of the Board of Directors, 2003-2008
- Arizona State University, W.P. Carey School of Business Adjunct Faculty, 2002-2006

Healthcare Transactions

Steve has been a leader in physician practice and related entity transactions throughout Arizona for many years. Steve has structured transactions taking into account obligations under the Stark Law, Anti-Kickback Statute and False Claims Act. Steve has organized entities and restructured organizations to be in accordance with federal and Arizona law.

Intellectual Property Licensing

Steve has drafted and negotiated software license agreements, software support agreements, consulting and services arrangements. Steve has counseled clients regarding patent, copyright and trademark licensing. Steve has advised clients regarding sponsorship arrangements. Steve has counseled clients regarding the protection of intellectual property through development agreements, independent contractor arrangements and services agreements. Steve has worked on technology and licensing matters in every continent in the world, including extensive experience in European and Asian technology transactions. Steve has extensive experience with e-commerce, hardware and infrastructure matters. Steve has drafted and negotiated the agreements for numerous Software as a Service ("SaaS") transactions and OEM arrangements..

Real Estate

Steve has drafted and negotiated real property purchase transactions on behalf of both buyers and sellers. Steve has extensive experience working on commercial leases on behalf of both landlords and tenants. Steve has handled numerous real property syndications. Steve has also served as lead counsel for developers in general obligation bond and special assessment district financing.

Labor and Employment

Steve has drafted and negotiated employment agreements for C-level executives on behalf of both employees and employers. Steve has drafted and counseled clients regarding employment offer letters, employee handbooks and policies. Steve has consulted on employment litigation matters. Steve has handled employee buy-in and buy-out equity transactions and employee stock option and stock purchase matters.

Corporate Governance

Steve has advised Boards of Directors, board sub-committees and C-level officers regarding corporate governance, observance of corporate duties. Steve has counseled clients in litigation and dispute matters regarding business judgment defenses.

Entity Formation

Steve has counseled clients and handled a wide range of entity formation and structural matters, including the formation of limited liability companies, corporations, limited partnerships and other entities.

PROFESSIONAL LEADERSHIP

- Arizona Venture Capital Conference, Company Mentor and Member of Speaker's Committee, 2001-2004
- Arizona Angel Investors Conference, Mentor Team Leader, 2005
- Invest Southwest Conference, Company Mentor, 2006-2009 Mentor Team Leader and Member

PROFESSIONAL RECOGNITION

- The Best Lawyers in America for Corporate Law, Mergers & Acquisitions Law and Healthcare Law, 2009-2025
- Chambers USA: America's Leading Lawyers for Business, Corporate/ M&A Law 2010-2024
- AV Preeminent Peer Review Rating, Martindale-Hubbell
- 2011 Father of the Year, Father's Day Council and American Diabetes Association

PUBLICATIONS

- Are You Ready for the Corporate Transparency Act? A New Federal Disclosure Requirement for Physician Practices, *Arizona Physician*, Maricopa County Medical Society, August 2023
- Physician Inventions: When That Great Idea Strikes – Start Here, *Round-Up*, Maricopa County Medical Society, August 2014.
- Healthcare Franchises: A Prescription for Profit, Legal Considerations, and Risks, *Round-Up*, Maricopa County Medical Society, June 2012

Recent representative experience:

- Served as lead counsel in the sale of an aeronautics software business to a publicly traded company
- Advised one of the largest food service businesses in the United States in a wide range of transactional matters, including technology, vendor and supply chain agreements.
- Represented a national restaurant franchisee in the negotiation of a large credit facility
- Served as lead counsel in the sale of an oral and facial surgery practice to a private equity backed buyer
- Advised a large regional restaurant franchisee in the sale of several franchise locations to the franchisor
- Represented a large periodontal practice in its reorganization and sale to a private equity backed buyer
- Advised a regional landscape design company in its sale to a strategic purchaser
- Represented a public traded residential real estate development in a sponsorship arrangement with an international celebrity
- Advised a large food service business in several sponsorship arrangements with professional athletes and international celebrities
- Represented an industrial real estate developer with regard to a large credit facility
- Represented a neurology and spine practice in an acquisition by a national strategic buyer
- Served as lead counsel in the sale of a regional residential and industrial heating and cooling business to a private equity backed purchaser
- Represented the buyer in the acquisition of a collector-grade automotive services business and accompanying real property
- Served as lead counsel in the sale of stock of a national flooring services business to a strategic purchaser
- Represented a national restaurant franchisee in the negotiation and performance of a significant credit facility
- Served as lead counsel in the acquisition of a regional orthopedic practice by a national healthcare system
- Advised a regional physical therapy practice in its acquisition by a national healthcare system
- Served as lead counsel to the sellers of a commercial and industrial restoration business in its sale to a national strategic buyer
- Represented the Chief Executive Officer of a national community services business in the sale of capital stock
- Served as lead counsel to the sellers of a commercial and industrial restoration business in its sale to a national strategic buyer

PUBLICATIONS

- First Amended and Restated Report of the State Bar of Arizona Business Law Section Committee on Rendering Legal Opinions in Business Transactions, 38 ARIZ. L.J. 47 (2004) (Contributing Author)
- Review of Selected 1992 California Legislation, 24 PAC. L.J. 592 (1993)
- Solving the Proposition 13 Puzzle: From Amador to Nordlinger – Judicial Challenges and Alternatives, 24 PAC. L.J. 1769 (1993)

- Represented the Chief Executive Officer of a national community services business in the sale of capital stock
- Advised a founder and Chief Executive Officer in the sale of a significant capital stock transaction to a private equity purchaser
- Served as lead counsel in the sale of a residential metal machining business to a strategic purchaser
- Represented an international aviation software company in its sale to an international strategic purchaser
- Served as lead counsel in the sale of a large, regional surgery practice to a private equity buyer
- Represented the buyer of a nutraceuticals business in a purchase transaction with the founder
- Served as lead counsel to a group of physicians that purchased a practice entity from a private equity backed seller
- Advised an international art gallery in the structure and sale of a historically significant work
- Advised the owners of a fertility practice in its sale to a national, private equity backed purchaser
- Served as lead counsel in the merger of a national construction company with a strategic buyer
- Represented a regional distributor for construction and irrigation equipment in its sale to a strategic buyer
- Advised an ophthalmology practice and surgery center in its sale to a private-equity backed national purchaser
- Served as lead counsel in the representation of five dermatology practices regarding their sale to a national private-equity backed purchaser
- Represented a national call center in its sale to a private-equity based purchaser
- Served as lead counsel to a video game studio in its sale to an international entertainment company
- Advised the seller of a specialty surgical hospital in its sale to a publicly held company
- Advised a golf industry manufacturer in its sale to a venture- backed third party
- Represented a group of physicians in their separation from a regional practice
- Served as lead counsel in the sale of a consumer products business to a publicly traded company
- Represented a large transportation and logistics company in its sale to a publicly traded company
- Represented a food services company in its acquisition by a publicly traded company



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- Advised a national physician practice regarding the negotiation, drafting and performance of a co-management arrangement with a non-profit hospital system
- Represented a physician practice in its offer of equity ownership to a physician employee
- Served as lead counsel in the sale of a controlling interest in a practice management company to a private equity buyer.
- Transaction was selected as the *M&A Advisor Healthcare and Life Sciences* Deal of the Year
- Represented a national specialty medical practice in the sale of certain intellectual property to a strategic buyer
- Represented a physician group in the negotiation, acquisition and syndication of certain real estate
- Advised a national specialty practice regarding the formation of a joint venture with a national hospital chain
- Represented a physical therapy practice in its formation and transactional matters
- Counseled a national technology services company on services arrangements and intellectual property protection.

Prior to joining Milligan Lawless, Steve was a shareholder at a large Phoenix- based firm, served as Corporate Counsel to SkyMall, Inc., and was Associate General Counsel to JDA Software Group, Inc. Steve began his legal career as a Judicial Clerk to then Chief Judge Thomas C. Kleinschmidt of the Arizona Court of Appeals.