

Richard J. Parrino

Partner

Washington, D.C.

Biography

Companies of all sizes call on Richard Parrino to represent them in structuring, negotiating, and documenting a wide range of capital-raising and other corporate transactions. He acts for domestic and foreign private issuers in public and institutional securities offerings and for U.S. and international companies in mergers and acquisitions, investments, joint ventures, and restructurings.

With long experience in U.S. securities regulation, Richard advises public companies on compliance with the federal securities laws and SEC rules and with stock exchange listing standards. He counsels senior executives, boards of directors, and board committees on fiduciary duty and other corporate governance matters arising in the normal course of operations and in mergers and other extraordinary transactions.

Richard's wide-ranging representations have included significant transactions on behalf of public and private companies in a variety of industries.

Clients value Richard's proven ability to lead complex transactions that require a command of process and insight into how to manage the resolution of conflicting business interests.

Richard has written widely on topics in securities and corporate law and has served as a visiting lecturer on securities regulation and corporate governance at the University of Virginia School of Law.



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Practices

Capital Markets

Corporate Governance and Public
Company Representation

Securities and Public Company
Advisory

Mergers and Acquisitions

Digital Assets and Blockchain

Areas of focus

Raising Equity Capital

Raising Debt Capital

Initial Public Offerings

Stock Exchange Listings and
Regulatory Compliance

Disclosure and Reporting
Obligations

Before entering private practice, Richard served as a law clerk to Judge Thomas A. Flannery of the U.S. District Court for the District of Columbia.

Representative experience

Represented Dell Inc. in its US\$24.9bn going-private transaction

Represented SecureWorks Corp. in its US\$112m carve-out IPO

Represented U.S. and international companies in the TMT sector in strategic investments and business combinations domestically and in non-U.S. markets

Represented issuers, including CBS, Dell, Ingredion, NextEra Energy, UnitedHealth Group, and U.S. Foodservice, in over US\$80bn of public and private offerings of equity and debt securities

Represented Dell Technologies Inc. in the US\$638m IPO of its subsidiary Pivotal Software, Inc.

Represented foreign private issuers in establishment of ADR programs, international securities offerings, and compliance with U.S. securities regulation

Awards and rankings

- Corporate/M&A and Private Equity (District of Columbia), *Chambers USA*, 2006-2022
- Securities and Corporate Finance, *Washington, D.C. Super Lawyers*, 2007-2021
- Securities Regulation, *The Best Lawyers in America*, 2018-2022
- Finance: Capital Markets: Debt Offerings, *Legal 500 US*, 2012-2014, 2016-2019, 2021
- Notable Practitioner, Capital Markets: Debt, *IFLR1000*, 2019-2021
- Notable Practitioner, Capital Markets: Equity, M&A, *IFLR1000*, 2019-2021
- Finance: Capital Markets: Equity Offerings, *Legal 500 US*, 2017-2020
- M&A/Corporate and Commercial: Corporate

Carve-outs, Spin-offs, and Split-offs

Cross-border Mergers and Acquisitions

Public Company Mergers and Acquisitions

Shareholder Activism

Special Committee and Independent Director Representations

Education and admissions

Education

LL.M., University of Cambridge, First Class Honours, Trinity Hall Scholar

J.D., University of Virginia School of Law, Managing Editor, Virginia Law Review

B.S.F.S., Georgetown University, summa cum laude, Phi Beta Kappa

Memberships

Committee on Federal Regulation of Securities, Business Law Section, ABA

Editorial Advisory Board, Journal of Investment Compliance (Emerald Group Publishing)

Cosmos Club, Washington, D.C.

Governing Board, St. Albans School, Washington, D.C.

Bar admissions and qualifications

District of Columbia

Virginia

Governance, *Legal 500 US*, 2017-2018

- BTI's All-Star Team, Recognized for Outstanding Client Service, *BTI*, 2008-2009
- Securities and Corporate Finance, *Virginia Super Lawyers*, 2006-2008
- Telecoms: Corporate Transactions, *Legal 500 US*, 2007

Latest thinking and events

- News
 - SEC rule amendments to require electronic submission of Form 144 filings and "glossy" annual reports
- Sponsorships and Speaking Engagements
 - Society for Corporate Governance 2022 National Conference
- News
 - SEC proposes expansive climate-related disclosure rules
- News
 - SEC proposes significant new cybersecurity disclosure requirements
- News
 - SEC proposes climate-related disclosure rules
- News
 - SEC proposes modernization of beneficial ownership reporting rules under Exchange Act Section 13