

## 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

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### 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\$90bn 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 the establishment of ADR programs, international securities offerings, and compliance with U.S. securities regulation.

## Awards and rankings

- Corporate/M&A & Private Equity (District of Columbia), *Chambers USA*, 2006-2023
- M&A/Corporate and Commercial: Corporate Governance, Recommended, *Legal 500 US*, 2017-2018, 2023
- Finance: Capital Markets: Debt Offerings, Recommended, *Legal 500 US*, 2012-2014, 2016-2019, 2021-2022
- Securities Regulation, *The Best Lawyers in America*, 2018-2022
- Securities and Corporate Finance, *Washington, D.C. Super Lawyers*, 2007-2021
- Notable Practitioner, Capital Markets: Debt, *IFLR1000*, 2019-2021

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

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## 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

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## Memberships

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

Cosmos Club, Washington, D.C.

Board of Trustees of the Protestant Episcopal Cathedral Foundation

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

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

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## Bar admissions and qualifications

- Notable Practitioner, Capital Markets: Equity, M&A, *IFLR1000*, 2019-2021
- Finance: Capital Markets: Equity Offerings, Recommended, *Legal 500 US*, 2017-2020
- 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
  - Highlights of new SEC rules on climate-related disclosures
- News
  - Agencies issue guidance on delayed SEC reporting of material cybersecurity incidents
- Insights and Analysis
  - SEC amends large shareholder reporting rules
- News
  - SEC adopts significant new cybersecurity disclosure requirements
- News
  - Looking ahead to expanded share repurchase disclosure
- News
  - SEC adopts major Rule 10b5-1 amendments and disclosure requirements relating to securities transactions

District of Columbia

Virginia

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## Accolades

'He really gives holistic advice and provides solutions.'

*Client quoted in Chambers USA  
2023*

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Richard is lauded by clients as a 'fantastic, smart lawyer' and is 'singled out for his expertise in corporate governance, securities, M&A and investment matters.'

*Chambers USA*

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'Richard is one of the best lawyers I have ever worked with. He is technically strong, understands how we operate and provides practicable and actionable legal advice.'

*Client quoted in Chambers USA  
2022*

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'Richard Parrino leads with integrity.'

*Client quoted in Legal 500 US 2023*

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