Diana L. Hayes

Shareholder

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Overview

Diana Hayes is a Shareholder of the firm and is the co-leader of the Business Transactions Practice Group. Diana's practice focuses on corporate and business transactions, including mergers, acquisitions, and sale transactions, capital raising transactions, asset-based lending transactions, intellectual property and technology agreements, trademark and copyright protection, commercial contracts, and other general business legal matters. Diana's clients include private equity and venture capital investors, entrepreneurs and business owners, startups and local and regional businesses.

Representative Matters

Mergers & Acquisitions

- Represented one of the largest home furniture retailers in the United States with more than 300 stores in eight states in a $580 million sale of the company, by way of a 100% equity sale, to Franchise Group.
- Represented managed IT service provider in sale of company to public buyer.
- Represented multi-state trucking logistics firm, and its institutional investor owners, in sale of company to national private-equity backed transportation services provider.
- Represented provider of education, support, events and user groups for software platforms in restructuring and sale of company.
- Assisted veterinary equipment developer in asset sale.
- Represented a strategic buyer in the acquisition of a facility decommissioning and furniture redeployment company.

Private Equity/Venture Capital

- Represented private equity firm in acquisition of supplier of manufactured molded plastic, rubber and metal components.
- Represented venture capital firm in Series A investment in a digital music distribution company.
- Represented independent sponsor in acquisition of freight shipping business, including obtaining senior revolving and term loan facilities for acquisition and working capital.
- Represented venture capital firm in acquisition of dietary supplement company.
- Represented a venture capital investor with respect to its investment in a biotechnology-based company.

Financing Transactions

- Represented regional furniture chain in syndicated refinancing with national lender.
- Represented managed security services provider in refinancing of revolving and term loan credit facilities.
- Represented private equity group with purchase of metal supplier and recycling business, and obtaining senior loan facilities for acquisition and working capital.
- Represented online course provider in raising funds from venture capital

Practice Areas

- Business Transactions
- Private Equity and Venture Capital
- Corporate Mergers and Acquisitions
- Securities
- Intellectual Property
- Entrepreneurship
- Hospitality
- Franchise Law
- Technology Company Transactions
- Trenam Tech

Education

- J.D., *magna cum laude,* University of Florida Levin College of Law, 2008
  - Graduated top 5% of class
  - Florida Law Review, ExecutiveResearch Editor
  - Order of the Coif
  - Book Awards in Mergers & Acquisitions,Legal Drafting, Sales, Property Law, and Evidence
- B.S., *with honors*, Psychology, University of Florida, 2001
- B.S., *with honors,* Wildlife Ecology & Conservation, University of Florida, 2000

Admissions

- Florida

investors and mezzanine lender.

Securities Compliance and Reporting

- Advises public companies with respect to periodic reporting and proxy statements, and other disclosure, governance and SEC compliance matters.
- Advises on federal and state securities laws compliance, including filing schedules and statements of acquisition and ownership in public/reporting companies, and filing notices of exempt offerings in connection with private placements.
- Represents various franchisees of retail bar in connection with private placement offerings, including EB-5 offerings.
- Represented a real estate investment company in formation, and private offering to raise funds for real estate acquisition and development.

Intellectual Property

- Assists clients in drafting and negotiating various technology and intellectual property agreements, including website development, professional service, software as a service, licensing, confidentiality, work made for hire, and joint venture agreements.
- Advises businesses on the availability and proper use of trademarks, and assists clients in obtaining federal and Florida trademark registrations.
- Assist clients in drafting and compliance with terms of use, privacy policies, and other click-wrap policies and agreements for websites and mobile apps.
- Assist clients in obtaining copyright registrations.

General Corporation Representation

- Advises clients with respect to Florida corporate laws, including revisions to the Florida Business Corporation Act and the Florida Revised Limited Liability Company Act.
- Advises information technology service provider in drafting and negotiating various customer, vendor and partner contracts.
- Counsels owners and incorporators in business formation and entity selection.
- Supports clients on a wide range of corporate issues, including restructurings and changes in corporate form, redemptions of equity owners, secured lending and borrowing, corporate governance, and dissolutions.
- Experienced in drafting agreements for arrangements between equity owners, such as their limited liability company operating agreements, corporate shareholders' agreements, and buy-sell agreements.

Honors and Distinctions

- *The Best Lawyers in America*
  - Commercial Transactions / UCC Law, 2024-2027
  - Corporate Law, 2021-2027
  - Mergers & Acquisitions, 2023-2027
  - Securities / Capital Markets Law, 2021-2027
- *Chambers USA* Ranked, Corporate/Mergers & Acquisitions & Private Equity, 2020-2026
- *Florida Trend's Legal Elite*, 2018, 2020
  - *Florida TrendLegal Elite*, Up and Comer, 2016
- *Florida Super Lawyers,* Business/Corp, 2022-2026
  - *Rising Stars*, 2018
- *Tampa Magazine'sTop Lawyers List*, 2018, 2023-2026

Professional Involvement

- The Florida Bar Association
- HillsboroughCounty Bar Association
- American Bar Association
- International Trademark Association
- Association for Corporate Growth Tampa Bay

Community Involvement

- Tampa Bay Wave
  - Board Member, 2019-2026
- Leadership Tampa Bay, Class of 2017
- The University of Florida's "Big Idea Gator Business Plan" Competition Judge,

2017
- Hillsborough Community College Business Advisory Board, 2013-present
- The Tampa Connection, Class of 2011

Thought Leadership

- Moderator, "Founders Tell All: Is it Always Sunny for Fundraising in Florida?" Florida Venture Forum, September 2024
- "Middle-market M&A activity remains steady in Tampa Bay," Quoted, *Tampa Bay Business Journal*, August 2022
- Women in Private Equity Panel, Panelist, ACG Tampa Bay, June 2022
- Panelist,Florida Venture Forum & Florida Venture Education FoundationAerospace Innovation Tech Forum Virtual Webinar, May 2020.
- "Capital Raising Alternatives," Panel Speaker, The Florida Bar's 38th Annual Federal Securities Institute, February 2020.
- "Five Tips For Making the Most of Sell-Side M&A," Author, TBBW Magazine.December 2019.
- "Key Legal Issues in Obtaining External Financing," Speaker, Venture Capital and Private Equity Class, University of South Florida, April 2017.
- "Venture Capital Term Sheets and Process", Panel Speaker, Pre-Conference for Presenting Companies at the Florida Venture Forum Capital Conference, January 2015, 2016, 2017
- "Breakout Session: Manage It!", Panel Speaker, HCC Florida Veterans Entrepreneurship Program, November 2016
- "Are you Prepared for Venture Capital Investment", Moderator of Panel, Florida Small Business Forum, March 2015
- "Rise Above and Learning from Setbacks", Panel Speaker, Tampa Bay Technology Forum Engine Network event, March 2014
- "UCC - Recent Updates in the Law Relating to Filings and Perfection", Presenter, Private Bank Client offices, November 2013, February and March 2014
- Number One Priority: Understanding Changes that Impact Securing and Maintaining Priority as a Secured Creditor, Trenam Kemker *Legal Update*, August 2013.
- The JOBS Act: Sure, It's a Catchy Name, But Will It Boost Capital Formationand Create New Jobs? Trenam Kemker *Legal Update*, June 2012.
- SEC Issues Final Rules to Implement Changes in Accredited InvestorDefinition, *Trenam Kemker* Legal Update, March 2012.
- Businesses Investing in Green' Initiatives Can Put More Green' in Their Pockets, *Trenam Kemker* Legal Update, April 2009.
- Comment: Bankruptcy Law: An Exercise in Statutory Interpretation, Florida Law Review, volume 59, number 3, July 2007.