



Tonya Mitchem Grindon

Shareholder

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Tonya Mitchem Grindon is a corporate finance shareholder and serves as chair of the Business Department. Ms. Grindon is currently serving her second term on the Firm's board of directors, having previously served on the Firm's board from 2013 to 2019. She is also on the Firm's Audit Committee and Corporate Governance Committee.

Ms. Grindon concentrates her practice in securities and corporate finance, corporate governance and business transactions.

Ms. Grindon is the top ranked female Corporate/M&A attorney in Tennessee (*Chambers USA* 2023) and is a Top U.S. Dealmaker (*Global M&A Network* 2019). She was also one of the Top 10 corporate finance attorneys under 40 in the United States (*Law 360* 2010). Her peers say that "she is a tenacious negotiator" (*Chambers USA* 2016), and is "very well respected and very good at what she does" (*Chambers USA* 2019). Her clients say "Tonya is outstanding in her field and ... a zealous advocate and outstanding at client service and representation. She is knowledgeable, timely, and provides excellent legal advice and legal products" (*Chambers USA* 2021). Her clients also laud her ability to "take very complex issues and reduce them down into straightforward concepts" (*Chambers USA* 2016) and to "quickly identify what is important" in a transaction (*Chambers USA* 2018). She routinely represents Fortune 100 companies in capital finance transactions and board and corporate governance matters. Ms. Grindon has been interviewed on securities and corporate finance topics by numerous publications, including *Wall Street Journal* and the *Washington Post*. Ms. Grindon is also the author of the treatise "Tennessee Business and Commercial Law," published by *LexisNexis*.

Corporate Finance and Securities/Corporate Governance: Ms. Grindon's experience in corporate finance and securities work includes representation of companies in public offerings (IPOs and secondary offerings) and private placements of debt and equity securities. She has assisted companies and acquirers in both the defense of and the instigation of public tender offers and hostile takeovers, exchange offers, and in Exchange Act compliance, including proxy statements and annual, quarterly and current reports. Ms. Grindon also has advised public and private boards of directors on numerous fiduciary duties and corporate governance issues, and has served as counsel to special committees of boards of directors.

Private Equity: Ms. Grindon has significant experience in the representation of private funds (offshore and domestic, including hedge funds and private equity funds), including planning and structuring strategies for funds and in their day-to-day operations, including negotiation of investments in portfolio companies. Ms. Grindon represents numerous private funds in connection with securities compliance with public companies in their portfolios (e.g., Section 16 filings and Williams Act filings). She also represents institutional investors, including employee pension plans, in connection with investments in private funds.

Business Transactions: Ms. Grindon's experience in the area of business transactions includes the representation of foreign and U.S. companies in asset sales and purchases, mergers and securities purchases and sales.



Representative Matters

Equity Offerings/Sales

- FedEx Corporation (NYSE: FDX) in its \$50 million investment in Bono's social impact fund, TPG Rise Climate, L.P.
- Community Healthcare Trust (NYSE:CHCT) in its \$750 million universal shelf on registration statement on Form S-3 and its at-the-market offering of \$350 million of common stock.
- Cumberland Pharmaceuticals, Inc. (Nasdaq: CPIX) in connection with its Form S-3 registration statement to register \$100 million of securities.
- Community Healthcare Trust (NYSE:CHCT) in its \$145 million initial public offering.
- Represented Cumberland Pharmaceuticals, Inc. (Nasdaq: CPIX) in its \$19 million at-the-market offering.
- Public pharmaceutical company (NYSE) in a secondary \$10 million offering.
- One of U.S.'s largest private ethanol transportation companies in the sale of a majority of equity securities to a South American ethanol transportation company.
- Private oil and gas company in sale of \$27 million of securities to a private equity fund.
- Assisted a health management company in preparing to become a public company, including reviewing company policies and charters and performing other tasks to ensure SEC compliance.

Debt Financings

- Amedisys, Inc. (Nasdaq: AMED) in connection with its \$1 billion credit facility refinancing.
- Amedisys, Inc. (Nasdaq:AMED) in its refinancing of a \$550 million credit facility and subsequent increase in its credit facility to \$725 million.
- Tennessee counsel to a NYSE public company in connection with the registration on Form S-4 with the SEC of a \$300 million exchange of promissory notes and related guarantees for new notes and guarantees.
- Public bank holding company (NYSE) in \$100 million public debt (shelf) offering.
- Tennessee counsel to a Fortune 500 NYSE public company in connection with the refinancing of its \$1.25 billion credit facility.
- Oil and gas service company in connection with the restructuring of its outstanding debt with a \$75 million credit facility and private equity investment of \$50 million.
- Represented a public oil and gas company in connection with its \$50 million debt recapitalization.
- One of the U.S.'s largest ethanol transportation companies in connection with its \$150 million debt refinancing and a subsequent financing increases to \$300 million.
- Lead transactional counsel to bankruptcy trustee in connection with the redemption and sale of \$100 million of equity interests by the bankruptcy estate in a publicly traded company (NASDAQ).
- Represented a major book retailer in a reorganization of the company, including refinancing its \$125 million credit facility.

Exchange & Tender Offers

- Lead counsel to a public company in hostile take-over by other public company. Worked with board of directors when initial bid was \$21/share. Thwarted take-over attempt and auctioned client, with final sale price of \$45/share.
- Represented public issuer in \$65 million tender offer for its outstanding debt.
- Represented public company in \$120 million debt exchange offer for new debt and equity securities.
- Represented third party offeror in tender offer for equity securities of a publicly traded health care company.

M&A Transactions

- Crawford & Company (NYSE: CRD-A and CRD-B) in its \$45.5 million acquisition of a leading subrogation firm, Praxis Consulting, Inc.
- Direct Auto Insurance in its acquisition by National General Insurance (Nasdaq:NGHC) valued at approximately \$165 million.

- Special committee of a public energy company board of directors in connection with \$150 million asset sale.
- Oil and gas company in an \$89 million sale of substantially all of its assets.
- Barge company in the acquisition of another barge company for \$375 million.
- Private bank holding company in a merger with and into a publicly traded (NYSE) company.
- Major hospital operator on securities compliance matters for a complex reorganization and merger transaction valued at \$2.2 billion.



Professional Honors & Activities

- Listed in *Chambers USA* as a leading Corporate/M&A lawyer in Tennessee (2016 – 2023)
- "Top USA Women Dealmaker" by *Global M&A Network* (2019)
- *Law360's* Top 10 Corporate Finance Attorneys in the United States under 40 (2010)
- Selected to Mid-South Super Lawyers in Securities & Corporate Finance (2012 – 2023); Top 50 female attorneys in the Mid-South (2013, 2015, 2019 – 2021, 2023); Top 50 attorneys in Nashville and the Top 100 attorneys in Tennessee (2019 – 2021, 2023); Rising Star (2008, 2010)
- Listed in *The Best Lawyers in America*® for Mergers and Acquisitions Law since 2008; Corporate Law since 2009; Securities/Capital Markets Law since 2013; Business Organizations (including LLCs and Partnerships) since 2019; International Mergers and Acquisitions since 2021; Securities Regulation (2023); Corporate Governance Law and Venture Capital Law (2023, 2024)
- *Nashville Business Journal's* "Best of the Bar" (2014 – 2018, 2020, 2021, 2023)
- Included in Thomson Reuters' Stand-out Lawyers database based on independent nominations from senior in-house counsel
- Baker Donelson's Susan E. Rich Award for excellence in promoting and supporting the advancement of women in the legal profession (2020)
- *Nashville Business Journal's* Women of Influence Award (2010)
- Nashville Chamber of Commerce Emerging Leader Award - Legal Services (2009)
- *Nashville Business Journal's* Forty Under 40 Recipient (2009)
- Member – Nashville Bar Association (former Secretary of board; past President, Secretary and board member of the Young Lawyers Division), Tennessee Bar Association, Washington, D.C. Bar Association, Maryland Bar Association and American Bar Association (Business Law Section)
- Past President and Board Member – Nashville Bar Association Pro Bono Program
- Tennessee Bar Association Leadership Law Program (2005)
- Board of Directors and Past President – Nashville Humane Association (2001 – present)
- Baker Donelson Nashville Pro Bono Attorney of the Year (2008)
- Guest Lecturer – "Corporate Governance in Public Mergers and Acquisitions," with Delaware Supreme Court Justice Jack B. Jacobs, Vanderbilt Law School (January 2013)
- Guest Lecturer – "Financial Regulatory Reform," George Washington University Law School (2011 – present)
- Advisory Board – George Washington University Law School (CLEAF Program) (2010 – 2020)



Publications

- "Tennessee Business and Commercial Law," *LexisNexis* (2023)
- "Recruiting and Acclimating the Best Board Members," *Private Company Director* (March/April 2022)
- "Diversity on Boards Should Be at the Top of Your Agenda," *Board Leadership* (July/August 2021)
- "Ramping Back on After Ramping Off," *Law Matters*, Volume 26, Number 7 (November 2014)
- "Alternative Energy Sector May Be Facing Consolidation," *Energy Executive*, blog (March 2014)
- Co-author – "Blowing up the Barrier Between Work and Family," *ABA Law Practice Magazine* (May/June 2012)

- "Preparing for and Responding to SEC's Whistleblower Program," *Washington Legal Foundation* (March 2011)



Speaking Engagements

- "Tonya Mitchem Grindon on Breaking Bias and Seizing Opportunities," Centerforce's Journeys to Equity Podcast (February 2024)
- Panelist – "The Wolves of Wall Street: Beating Stereotypes and Bias on 'The Street,'" CenterForce Diversity & Equity on Wall Street Summit (November 2023)
- Panelist – "Financing Your Business to Supercharge Growth," Smart Business Dealmakers Conference 2021 (April 2021)
- Panelist – "Challenges in Corporate Governance," Institute for Corporate Responsibility, Washington, D.C. (September 2016)
- Panelist – "Private Equity Exit Strategies," Association of Corporate Growth Louisiana 5th Annual "A Taste of New Orleans" (November 2015)
- "Ethical Dilemmas in Preparation and Review of SEC Filings," Drafting Securities Filings 2011, Practicing Law Institute (PLI), Chicago, Illinois (November 2011)
- "Developing Topics in Securities Laws," Drafting Securities Filings 2011, Practicing Law Institute (PLI), Chicago, Illinois (November 2011)
- "SEC Proposed Rules for Investment Adviser Registration," Hedge Fund Regulation and Current Developments Conference, New York, New York (June 2011)
- Panelist – "The Sunroof in the Glass Ceiling - What Some Women Lawyers in Nashville Have Done to Defy the Statistics," Nashville Bar Association Law Association for Women (March 2011)



Education

- George Washington University, J.D., 1997, with honors
- George Washington University, M.A. in International Affairs, 1997
- Vanderbilt University, B.A., 1992, cum laude



Admissions

- District of Columbia, 2000
- Tennessee, 1999
- Maryland, 1997