

# OUR PRACTICE

---

## Dental and Oral Surgery Transactions

**With market pressures increasing, many oral and maxillofacial surgeon (OMFS) and dental groups are exploring mergers, acquisitions, and DSO formation to achieve scale and stability. These providers range from general dentists to specialists like endodontists, orthodontists, periodontists, prosthodontists, and oral and maxillofacial surgeons (OMFS).**

Baker Donelson offers comprehensive legal guidance for dental and OMFS transactions, helping practices navigate strategic opportunities such as affiliations, acquisitions, mergers, restructurings, or innovative partnerships. Our team delivers tailored guidance that aligns with each group's goals, specialties, and market dynamics.

### Dental and OMFS Transactions Are Accelerating

Independent dental and OMFS practices are under significant pressure from multiple market forces, including:

- **Rising Costs and Inflation:** Operational and administrative expenses continue to climb, making it increasingly difficult for small and mid-sized practices to maintain financial stability.
- **Reimbursement Challenges:** Medicare and commercial payor reimbursement rates have not kept pace with inflation, eroding margins for independent dental and OMFS groups.
- **Heightened Competition:** Large and well-capitalized organizations, including national dental practice management companies and publicly traded entities, are rapidly expanding, making it harder for practices of all sizes to compete for patients, talent, and market share.

In the face of these pressures, many dental and OMFS groups are exploring strategic transactions to achieve operational scale, access to capital, partial liquidity, and long-term stability.

### Our Experience in Dental and OMFS Transactions

Baker Donelson has extensive experience advising dental and OMFS groups of all sizes nationwide on a vast array of strategic transactions to position them for success, including:

- **Sales and consolidations** with national dental services companies and private equity-backed platforms.
- Restructurings to form **dental support organizations (DSOs)**.
- **Dental/OMFS group combinations** to form larger "mega groups," "supergroups," and specialty networks.
- **Mergers and consolidations** of larger dental/OMFS groups.

### Regulatory Compliance

Our team has decades of experience navigating the complex regulatory requirements that affect dental and OMFS practices and play a critical role in due diligence for these transactions. Our attorneys provide guidance on:

- **Federal and State and Anti-Kickback Statute** compliance, and similar state laws, including financial relationship structuring, referral arrangements, and fair market value determinations.
- **Corporate practice of dentistry and fee-splitting** regulations for each state, including prohibitions on the ownership and management of dental practice assets.

- **Medicare and Medicaid regulations**, including billing, documentation, provider enrollment, and reimbursement requirements.
- **HIPAA compliance**, including business associate agreements and breach notification requirements.
- **State Dental board** licensing, credentialing, infection control, documentation, CDS, advertising, and disciplinary requirements.
- **Federal and State radiation safety and medical waste requirements.**



## Representative Matters

*Results may vary depending on your particular facts and legal circumstances. Some of these matters were handled by a current Baker Donelson professional while associated with a prior firm.*

- Served as counsel to a dental services management company in connection with the acquisition of oral surgery practices.
- Represented a large dental services practice with multiple locations in the Northeast in connection with a sale to a private equity sponsor.
- Represented a multi-site dental practice in its sale to a private equity-backed platform.
- Represented a large dental group in a transaction with a private equity-backed platform.