



## Kristen A. Baracy

### Partner

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[Kristen Baracy assists clients in complex and routine business law issues.](#)

Kristen's experience includes representing both privately held and public companies where she has worked on public and private offerings of securities, compliance with rules and regulations enforced by the Securities and Exchange Commission, mergers and acquisitions, and general corporate matters.

For public clients, Kristen prepares quarterly, annual, and current reports, beneficial ownership reports, and registration statements filed with the Securities and Exchange Commission. She also counsels clients in the area of alternative public offerings, with an emphasis on reverse mergers. She has assisted in alternative public offerings for companies in the green technology sector, and she has worked with several high-tech companies, including software providers and mortgage due diligence companies, in drafting licensure and development agreements.

Before entering private practice, Kristen worked as a Brand Protection Officer for the Sydney Olympic Organizing Committee for the Olympic Games in its intellectual property legal division, where she reviewed and enforced terms of sponsorship agreements.

Kristen lives in Santa Monica with her husband, two young children, and dog. When she is not attending her son's sporting events, she enjoys running and hiking with her dog and hanging out at the beach with her family.

### Education

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- Saint Louis University School of Law (J.D., 2000)
- University of Illinois, Urbana-Champaign (B.S. in Finance, 1997)

### **State Admissions**

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- California, 2009
- Illinois, 2001
- Missouri, 2000

### **Service Areas**

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- Mergers & Acquisitions
- Securities & Capital Markets
- Middle Market
- Corporate Governance
- Corporate Law
- Financial Services
- Broker-Dealers
- Commercial Contracts

## Experience

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- Acted as placement agent counsel or issuer counsel in bank holding companies' private placements of Tier 2 subordinated debt ranging in size from \$4 million to \$50 million
- Represented the leading community wind power development company in its acquisition of a publicly traded company and in its follow-on acquisition of another alternative energy company focusing on small turbine wind generation and solar power
- Represented a provider of green and safe environmental remediation technologies that remedy the soil, water, and soil gas pollution in its merger with and into a public company in a transaction valued at approximately \$32 million
- Represented a strategic investment and operating company that has, as its business purpose, engaged in buying and selling companies and incident to such representation has engaged in at least 15 different business acquisitions, sales, or combinations ranging in value from \$500,000 to \$75 million; this engagement has included significant SEC filing and regulatory compliance work for small cap public companies, which are occasionally the targets of such acquisitions
- Represented a buyer/investment group in its acquisition of substantially all of the assets of a Chicago-based company in a purchase of eight nationally branded automotive franchise locations and real estate; acquisition and financing amounts exceeded \$5.0 million aggregate
- Represented a mortgage due diligence service provider in acquisition of a competitor; this favorably structured transaction has resulted in the combined enterprise taking a leadership position in this industry
- Represented a company in the medicinal industry in corporate matters since formation and several private placements of LLC preferred equity units and convertible debt with total capital raised of approximately \$45 million
- Represented a looseleaf tea company in the food and beverage industry in corporate matters since formation and several private placements of preferred stock and debt/convertible debt; the company has established distribution in retail grocery chains nationwide
- Represented the leading community wind power development company in obtaining \$5 million in equity financing and additional debt financing to further its acquisition strategy
- Represented several hedge funds in fund formation and their investment fund through private placement, which included offshore placements; total capital raised exceeded \$100 million
- Represented several small cap public companies in securing private investment in these public entities, ranging in size from \$1.5 million to \$30 million in investment

## Publications & Events

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### SPEAKING ENGAGEMENTS

- “Shell (Company) Shock: A Corporate Transparency Act Primer,” Tucker Ellis In-House Counsel Summit (October 2023)
- “Corporate Transparency Act: What All Attorneys Need to Know to Protect Their Clients,” Tucker Ellis LLP (June 2023)
- “Evolution of the Securities Rules and Regulations,” Risky Business: What Tom Cruise Always Wanted to Know About Managing Risk Allocation,” and Corporate Governance Coast to Coast: The Interplay of Governance and Successful Companies,” 2023 Business Law Institute on Corporate Law and M&A, Tucker Ellis LLP (January 2023)
- “Forging New Opportunities: Middle Market M&A in the Post-Pandemic Era,” Tucker Ellis In-House Counsel Summit (November 2022)
- “Alternative Methods and Structures for Bringing Companies Public: Funded Reverse Mergers, Mini-SPACs, and Direct Public Offerings,” Growth Capital Expo 2014, Las Vegas, Nevada (May 2014)
- “SEC Regulations: Seasoning Rules for Newly Public Companies,” Reverse Merger Conference 2012, New York, New York (June 2012)
- DealFlow Media’s Reverse Merger Conference 2009, Las Vegas, Nevada (June 2009)

### PUBLICATIONS

- [“SEC Adopts Rules Enhancing Climate-Related Disclosures,”](#) Tucker Ellis Client Alert (March 2024)
- [“Federal Court’s Finding that Corporate Transparency Act Is Unconstitutional Has Limited Effect,”](#) Tucker Ellis Client Alert (March 2024)
- [“SEC Adopts Final Cybersecurity Disclosure Rules,”](#) Tucker Ellis Client Alert (August 2023)
- [“New Law Will Require Millions of Corporations, LLCs and Other Entities to Disclose Beneficial Owners and Those Individuals with “Substantial Control,”](#) Tucker Ellis Client Alert (April 2023)
- [“SEC Adopts Final Rules on Recovery of Erroneously Awarded Executive Officer Incentive Compensation,”](#) Tucker Ellis Client Alert (October 2022)
- [“FinCEN Issues Final Rule for Beneficial Ownership Reporting: Most Small Companies Will Be Required to Report Owner and Manager Names,”](#) Tucker Ellis Client Alert (October 2022)
- [“SEC Proposes Rules to Enhance Climate-Related Disclosures,”](#) Tucker Ellis Client Alert (March 2022)
- [“What to Know Before Selling Your Business to a SPAC,”](#) *Bloomberg Law* (April 2021)
- [“Insight: Billions in Termination Fees at Play Over Failed Mergers,”](#) *Bloomberg Law* (April 2019)

### In the Community

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- American Bar Association
- Illinois State Bar Association
- Los Angeles County Bar Association