

Frank P. Esposito

Partner

Cleveland

T +1 216 479 8744

frank.esposito@squirepb.com



About Frank

Frank Esposito is a trusted advisor to boards of directors, C-suites and in-house legal teams on the full spectrum of public company governance, securities and strategic matters. With nearly 20 years of experience spanning both private practice and senior in-house roles, Frank brings a pragmatic, business-focused approach to advising clients on board and committee governance, Securities and Exchange Commission (SEC) and stock exchange compliance, as well as investor engagement, executive compensation, equity plans and complex strategic transactions.

Frank counsels clients across a range of industries — including manufacturing, technology, chemicals, materials, financial services and consulting — on emerging regulations, disclosure practices, shareholder activism and governance trends. He has particular depth in advising companies through periods of strategic change and turbulence, including leadership transitions, evolving corporate strategy, transformative transactions, governance modernization and engagement with federal and state securities regulators and stock exchanges. Additionally, Frank leads cross-functional teams of attorneys and non-attorney legal professionals representing clients in complex public and private mergers, acquisitions and divestitures, corporate governance enhancement, shareholder activism defence, financial reporting and disclosure, as well as venture capital fundraising.

Frank's extensive and varied in-house experience gives him a unique perspective into the needs of his clients. His multiple roles have included serving as senior director, US corporate securities and M&A at a clean technology company, as well as vice president, corporate secretary and deputy general counsel of a global chemical manufacturer, where he was responsible for managing all board affairs, led the investor relations function, as well as advised the board and senior leadership on securities, governance and capital markets matters. His earlier in-house roles included serving as M&A and securities counsel for a large national bank and as control bid attorney for the Ohio Division of Securities.

Experience

- Represented a US\$1 billion venture-backed private company in a significant corporate reorganization, including multiple venture financing rounds, divestitures and executive leadership transitions and public-company readiness.

- Represented multiple public companies in connection with takeover defenses in preparation for hostile takeover bids and campaigns for board control, including preparation of poison pills, and implementation of corporate governance and shareholder engagement strategies.
- Represented Liquidity Services, Inc. in its acquisition of all of the assets of Auction Software/Simple Auction Site and its various related affiliates.
- Part of team that represented Quantum Commodity Intelligence Limited in a US\$12.5 million Series A investment by US-based VC Fund, Elephant.
- Represented a reverse supply chain services provider in acquisition of an auction services provider and its various related affiliates.
- Part of team that represented QXO Inc. (f/k/a Beacon Roofing Supply, Inc.) in a US\$804.5 million repurchase of 400,000 issued and outstanding shares.
- Advised board of directors and executive leadership team of a newly public NYSE-traded company through a delicate involuntary separation of its founder-CEO, mitigating potential risks and facilitating a smooth transition to a new CEO.

Credentials

Education

- Case Western Reserve University, J.D., Order of the Coif, *cum laude*, editor in chief, *Case Western Reserve Law Review*, 2008
- Seton Hall University, M.B.A., Finance, 2005
- Seton Hall University, B.A., English, 2002

Admissions

- Ohio, 2008

Expertise

Services

- Corporate
- Financial Services
- Private Equity
- Capital Markets

About our firm

One of the world's strongest integrated law firms, providing insight at the point where law, business and government meet. We deliver commercially focused business solutions by combining our legal, lobbying and political capabilities and invaluable connections on the ground to a diverse mix of clients, from long-established leading corporations to emerging businesses, startup visionaries and sovereign nations. More than 1,500 lawyers in over 40 offices across four continents provide unrivaled access to expertise.