SQUIRE PATTON BOGGS

Frank P. Esposito

Partner

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About Frank

Frank Esposito advises 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 command-level understanding of how boards govern, how capital markets transactions get done and how companies navigate the regulatory and shareholder dynamics that define modern public company life.

Frank serves as primary outside governance and securities counsel to a range of public and private companies – including NYSE- and Nasdaq-listed issuers in manufacturing, technology, chemicals, materials, financial services and consulting – advising boards and management on annual meeting preparation and proxy strategy, Compensation Discussion and Analysis (CD&A) development and executive compensation disclosure, Securities and Exchange Commission (SEC) and stock exchange compliance, stockholder rights plans and takeover defense, shareholder activism response and investor engagement.

He has particular depth counseling companies through periods of strategic pressure and turbulence, including leadership transitions, internal investigations, distressed disclosure situations, governance modernization and engagement with state and federal securities regulators. Frank leads cross-functional teams representing clients in complex public and private mergers, acquisitions and divestitures, as well as capital markets transactions and venture capital financings.

Frank's extensive in-house background gives him a distinctive perspective that outside counsel rarely possess. He has served as vice president, corporate secretary and deputy general counsel of a global public company, where he managed all board affairs, led investor relations and advised senior leadership on securities, governance, and capital markets matters. Earlier in-house roles included M&A and securities counsel at a major national bank and control bid attorney at the Ohio Division of Securities. That career arc – from securities regulator to in-house general counsel to private practice partner – means Frank understands not just the law, but the institutional reality his clients navigate every day.

Experience

- Serves as primary outside proxy counsel to a Nasdaq-listed global technology and consulting company, leading the annual meeting cycle including proxy statement preparation, CD&A development, executive compensation table disclosure and coordination with compensation consultants and auditors.
- Advised the board and management of a Nasdaq-listed technology company on a comprehensive takeover readiness assessment, including structural defenses analysis, stockholder rights plan drafting and annual refresh, advance notice bylaw modernization and ISS/Glass Lewis standards review; prepared and presented board-level analysis of activist ownership trends and potential campaign scenarios.
- Counseled the board of directors and senior management of a publicly traded company through a complex internal investigation, advising on disclosure obligations, SEC implications and board communications strategy in coordination with outside forensic advisors and communications counsel.
- Advised multiple public company boards and compensation committees in connection with proxy season matters, including equity plan design and award agreement preparation, Section 16 compliance, annual meeting disclosure and Institutional Shareholder Services Inc. (ISS)/Glass Lewis governance standards.
- 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.
- Part of the team that advised Cedar Fair in its US$8 billion merger with Six Flags.
- Part of the 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.
- Represented Liquidity Services, Inc. in its acquisition of all of the assets of Auction Software/Simple Auction Site and its various related affiliates.
- 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

Recognitions

- Named to the 2027 *Lawdragon* 500 Leading Dealmakers in America list

Expertise

Services

- Corporate
- Financial Services
- Capital Markets
- Private Equity

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.