HUSCH BLACKWELL

Steven R. Barrett

PARTNER

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OVERVIEW

Steve has more than 30 years of experience helping public and private companies to structure complex financing, acquisition, business formation and other transactions and comply with related governmental requirements.

His public company practice involves counseling both large and small issuers regarding the ongoing evolution of disclosure, executive compensation and corporate governance requirements under Securities and Exchange Commission (SEC) and stock market rules.

Steve also assists clients with issues concerning regulation of the public securities markets and trading activities, such as the conduct of issuer stock repurchase programs and numerous aspects of insider trading compliance, including insider trading prevention programs, structuring and disclosure issues related to utilization of SEC Rule 10b5-1 “trading plans,” transaction reporting compliance (SEC Forms 3, 4 and 5) and avoiding “short- swing trading liability” under SEC Section 16 and resales of control and restricted securities (under SEC Rule 144 and otherwise).

His recent accomplishments include:

- Assisting a NYSE-listed REIT in negotiating a practical resolution to complex investee and significant tenant financial statement issues related to an acquisition transaction.

Industry

Real Estate, Development, & Construction

Services

Biofuels, Biomass, & Landfill Gas
Corporate
Data Centers
Real Estate Investment
Securities & Corporate Governance

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- Assisting another NYSE-listed REIT in multiple public financing transactions, and with the ongoing management of its corporate structure and relationships with minority partners.
- Assisting a public company with a restructuring of its senior executive compensation programs resulting in an affirmative shareholder "say-on-pay" vote following a failed vote the prior year.

Steve also advises clients on institutional and retail shareholder relations issues, including overall monitoring of corporate governance ratings as well as responses to shareholder proposals and related matters. He has provided counsel and assistance concerning corporate governance matters to boards of directors for public companies of all sizes, including New York Stock Exchange (NYSE) and Nasdaq-listed companies as well as unlisted smaller reporting companies, including compliance with the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act and related regulatory developments. In addition, he has extensive experience with the design, drafting, registration and implementation of equity compensation plans.

Steve has represented clients in a variety of industries, including real estate development, banking and financial services, chemicals and industrial equipment manufacturing, renewable energy, grocery retailing, textile and apparel manufacturing, floor covering, soft drink bottling, and trucking and transportation.

Experience

- Represented First Citizens Bancshares, Inc. in its all-stock merger with Park National Corporation.
- Representing issuers in billions of dollars of financing transactions through public and private offerings of equity and debt securities, including underwritten offerings and “best efforts” offerings conducted by issuers themselves or utilizing the services of a placement agent.
- Helping both listed and unlisted public companies respond to continually changing regulations concerning mandated public disclosures and corporate governance issues.
- Representing the nation's first public energy infrastructure real estate investment trust (REIT) in multiple underwritten equity and debt offerings financing additions to the REIT's growing portfolio of assets.
- Helped an unlisted smaller reporting company conduct a “going dark” reverse-forward stock split to terminate its SEC reporting obligations.

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Experience

- Assisting clients with numerous merger and acquisition transactions in a variety of industries, including transactions involving the issuance of publicly registered securities to equity holders of the target entity.
- Assisting a NYSE-listed company in the transition from an SEC automatic shelf registration to a standard Form S-3 upon the loss of "well-known seasoned issuer" status due to declining stock prices, and filing a new automatic shelf registration after the company's market capitalization recovered.
- Assisting public companies with proxy solicitations involving shareholder approval of equity issuances to both affiliated and nonaffiliated parties in a variety of acquisition and financing transactions, as well as approval of increases in authorized stock and other routine charter amendments.
- Counseling a public company concerning the restatement of financial statements due to accounting errors and related matters.
- Helping a national nonprofit religious organization respond to an investment scam involving a Ponzi scheme perpetrated against the organization and several of its supporters by an outside promoter.

Recognition

- *The Best Lawyers in America®*
    - Corporate Law, 2024-2027
    - Mergers and Acquisitions Law, 2026 and 2027

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Education

- J.D., University of Tennessee College of Law
  - with honors
  - *Tennessee Law Review*, Executive Editor
- M.B.A., University of Tennessee
  - Finance
- B.S., University of Tennessee
  - Statistics
  - with highest honors

Admissions

- Tennessee
- U.S. District Court, Eastern District of Tennessee

Community Leadership

- Jan Pennington Gray Harp Scholarship Fund Inc., Board of Directors, 2002-2023
- Cherokee Area Council, Boy Scouts of America, Executive Board, 2017-2022
- Red Bank Baptist Church, Worship Orchestra; Board of Trustees; Past Finance Committee Chair; Past Committee on Committees Chair
- Chattanooga Clarinet Choir

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