



## David S. Conway

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David advises Delaware corporations, limited liability companies, statutory trusts, and general and limited partnerships on a wide variety of commercial and entity matters, including providing counsel to boards, special committees, officers and founders on fiduciary duties and governance issues, business formations and choice of entity, domestic and international commercial contracts, disclosure issues, and stockholder and member relations and disputes. David also negotiates and closes mergers and acquisitions, joint ventures, private equity transactions, stock issuances, recapitalizations, financing transactions, and other transactions on behalf of his clients.

### Education

- Cornell Law School (J.D., cum laude, 1996); Law Review (1994-1996)
- University of Virginia (B.S. in Commerce, with distinction, 1991)

### Bar Admissions

- Delaware (1996)
- Pennsylvania (2000)

### Honors

- The Best Lawyers in America® -Business Organizations

David has represented public and private companies and private equity sponsors in deals ranging in size from \$1 million to \$1.5 billion, including mergers, joint ventures, minority investments, the purchase and sale of securities, assets and business units, IPOs, and rights offerings and has prepared related registration statements, proxy statements and other securities law disclosures.

David has previously practiced with Skadden, Arps, Slate, Meagher & Flom LLP, Morgan, Lewis & Bockius LLP, and Richards, Layton & Finger, PA. From 2001 through 2006, David served as in-house general counsel to Access Group, Inc., a non-profit student loan company. In that capacity, David was fully accountable for the company's legal, compliance, internal audit and internal control activities. He advised the board of directors and all levels of staff on all relevant areas of law, including intellectual property, higher education, privacy laws, debt collection, credit reporting, advertising and lending. David also negotiated and coordinated the company's financing and securitization agreements, along with a wide variety of other vendor and customer agreements.

### Representative Matters

Advised a special committee of a public corporation in connection with its consideration of an interested party transaction.

Represented Delmarva Broadcasting Company in its 2019 sale of radio stations to Forever Media for \$18.5 million.

Represented Power Delivery Solutions LLC in its 2019 sale to Utilicon Solutions (an Asplundh subsidiary).

Represented Shone Lumber in its 2018 sale to BMC for \$22.4 million.

Represented Lending Manager LLC in its 2017 sale to LoyaltyExpress.

Represented a residential and commercial moving company in its 2017 sale to a private buyer.

Advised an app distribution and monitoring company in connection with Delaware and U.S. securities laws issues relating to its 2017 overseas IPO.

Advised a leading drug manufacturer regarding the potential impact of Section 271 of the Delaware General Corporation Law on a contemplated transaction.

Advised a manufacturing company in connection with a merger offer made by its controlling stockholder.

## Publications

- [2020 Amendments to Delaware's General Corporation Law and Alternative Entity Statutes](#)
- [2019 Amendments to Delaware's General Corporation Law and Alternative Entity Statutes](#)
- [2018 Amendments to Delaware's General Corporation Law and Alternative Entity Statutes](#)
- [ILN-terviews: David Conway, Zen and the Art of Legal Networking](#) (International

Lawyers Network, 2018)

- [Establishing a Business Entity: An International Guide](#) (International Lawyers Network, 2018), Contributing Author