



Michael B. Pass

Partner

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Michael B. Pass, a seasoned corporate attorney, has extensive experience advising private funds, established companies, and startups on complex commercial transactions, with an emphasis on mergers and acquisitions, business and fund formations and structurings, and debt and equity financings. He also provides outside general counsel services and advises on the leveraging of technology/web3/digital assets.

Michael brings a uniquely informed perspective to his clients, as he has not only advised on countless deals, but has also started and grew a business of his own. His firsthand experience as an entrepreneur makes him a trusted advisor to business owners navigating critical transactions.

Clients seek Michael out to handle their complex commercial transactions for his deep experience with strategic, private equity and sponsor clients across a wide range of industries and all stages of development. On business transactions, he collaborates closely with other members of our firm's Business Transactions group, as well as other R+C practice groups, including tax, litigation, employment, benefits, and real estate.

Mergers + Acquisitions

Michael has extensive experience representing both buyers and sellers, including private equity sponsors and operating companies, in their merger and acquisition transactions, including stock sales, asset sales, and mergers. He advises clients on the full legal scope of M&A deals, beginning at the transaction structuring and LOI phase, and continuing through due diligence and the negotiation and execution of definitive transaction agreements.

Recently at his previous law firm, Michael represented a spirits company and group of investors in a complex sale of their minority stake in a liquor business and repurchase of a legacy brand, a building supply company in the sale of its assets and real estate to a strategic buyer, a security services company in its sale to a private equity portfolio company, and a technology business in multiple strategic acquisitions.

General Corporate Matters

Michael represents clients on general corporate matters, often serving as their primary outside counsel, including clients in the software, technology, digital asset, wine & spirits, real estate, and consumer products industries. He has deep experience representing clients in connection with entity formations and organizational agreements, corporate governance, employee equity plans, employment agreements, joint ventures, and a wide variety of commercial agreements and arrangements.

Venture Capital + Emerging Companies

Michael regularly counsels start-ups and their investors on a range of corporate legal matters, including business formations, early and later stage financings, corporate governance, employee agreements and equity plans, customer and supplier agreements, and licensing arrangements.

Investment Management

Michael represents investment funds in their formations, capital raising, and deployments of capital. Michael's experience on behalf of private funds includes drafting fund formation and disclosure documents, subscription agreements, investor side letters, employee agreements, and GP equity investment agreements.

Services

- Business Transactions
- Mergers + Acquisitions
- Private Equity
- Emerging Companies + Venture Capital
- General Corporate Services
- Investment Management

Education

- University of Virginia School of Law (Juris Doctor)
 - Lacy W. Armour Scholarship recipient
- University of Pennsylvania (Bachelors, *magna cum laude*)
 - B.A.

Admissions

- State of New York
- State of Tennessee

Leadership + Memberships

American Bar Association

Business Law Section

Association for Corporate Growth

New York Chapter

Exit Planning Exchange

Nashville Chapter

Blockchain Lawyers Forum

American Friends of Winchester College

Director