

*Shane is a deal attorney with more than 25 years' experience. He effectively and efficiently advises and guides clients to support their business objectives, providing valuable knowledge and insights at all stages. Shane regularly assists clients with formation and organizational matters, corporate governance, debt and equity financings, securities matters, mergers and acquisitions, technology transactions and other matters.*



## Contact information

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## Capabilities

Mergers & Acquisitions

Emerging Companies & Venture Capital

Securities & Capital Markets

Corporate

Technology, Licensing & Intellectual Property Transactions

Middle Market & Family Businesses

Technology

## Licensed/Admitted

Utah

## Shane L. Hanna

Shareholder | Salt Lake City

## Biography

Shane is a partner focused on corporate and transactional matters. He helps clients achieve business objectives while balancing risks and costs. He takes great care to communicate with clients at all stages of a transaction to remain aligned with the client's expectations and to address changing circumstances.

Shane has represented clients in all stages and has substantial experience in a wide range of transactions including startup company formation, early stage structuring and financing, governance and operating agreements, securities issuances, equity compensation plans, mergers and acquisitions, external general counsel representation, divestitures, corporate restructurings, and drafting and negotiating complex business and technology contracts. Additionally, Shane serves as a co-chair of the firm's opinion committee and regularly provides legal opinions, including local counsel opinions as part of larger financing transactions.

Shane started his career at a boutique firm focused almost exclusively on securities transactions, including private placements, public offerings and disclosure. He then served as in-house counsel and an executive officer of a venture-funded Internet company through phases of rapid growth and constant change. As a member of management, he was involved with all levels of company operations and strategies. He was an integral part of a small acquisition team responsible for acquiring nearly two dozen businesses over a compressed period of time. While in-house, Mr. Hanna gained broad exposure to various technologies and how they are implemented in real world situations through licensing and collaborative arrangements.

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Shane's education emphasized business and transactional matters and he earned a joint MBA/JD degree from the University of Utah and also has a degree in accounting. Because he has practiced in both a large and small firm environment and has also been part of management within a company, Shane has a balanced perspective in approaching legal issues for clients.

## Experience

### **Environmental, Social and Governance (ESG) Project**

Assisted on an environmental, social and governance (ESG) project for the San Juan County Clean Energy Foundation LLC to establish a fund designed to contribute to the near communities.

### **Sale of Mining Company**

Representing a Canadian-based mining company in asset sale, including drafting and negotiating agreements for the sale of mining assets combined with a structure to provide indemnity protection against future operations.

### **\$100 Million Infusion of Preferred Equity**

Represented the client in connection with an infusion of preferred equity with a transaction valuation over \$100 million. Negotiated and documented all aspects of the transaction.

### **Medical Equipment Enterprise Consolidation**

Consolidated seven home medical equipment enterprises into one group operation.

### **Represented Rio Tinto in the Divestiture of the Colowyo Coal Mine**

Drafted divestment agreement and handled negotiations with buyer in successful divestment of the Colowyo Coal Mine (Colorado).

### **Internal Investigation into Improper Conduct**

Represented public company audit committee in an internal investigation to determine if an officer engaged in improper conduct in overstating reported segment revenue.

### **Internal Investigation in Conflict of Interest Transaction**

Represented public company board of directors in an internal investigation to determine if the director and officer misrepresented themselves in a conflict of interest transaction.

### **Internet and Technology Policies**

Represented clients in drafting and implementing internet and technology policies.

### **Acquisition of Cloud Hosting Services**

Represented IKANO in the acquisition of Virtacore Systems, a provider of virtualization and cloud hosting services.

### **Sale Representation**

Represented Legrand Johnson in its sale to Summit.

### **Other In-House Representative Matters**

While in-house, Mr. Hanna's experience included the following:

Structured, negotiated, analyzed, and drafted business transactions and agreements, including agreements for services, licenses, financing activities, acquisitions, employment and franchise offering; implemented and oversaw policies; and monitored compliance.

Negotiated strategic relationships with various parties, including ACN, Melaleuca, Level3, Qwest, Yahoo!, Salt Lake Olympic Committee, Ducks Unlimited, MStar, McDonalds, Johnson & Johnson, Google, and others, as well as all major telecommunications providers.

Managed all legal aspects of acquisitions of more than 20 enterprises, including the largest Canadian privately owned network, a broadband platform company, a wholesale dialup provider and others.

Negotiated, drafted, and closed various financing transactions, including private equity offerings of more than \$30 million and a \$26 million venture debt facility to fund acquisitions.

Instrumental in development of company processes and company's growth to \$65 million in annual revenue, including overseeing sales processes and deal evaluations.

## Accomplishments

### Academic

University of Utah College of Law, (J.D., 1994)

University of Utah (M.B.A., 1994)

University of Utah (B.S., 1991)

- Honors: *Cum Laude*
- Major: Accounting
- *Utah Law Review*

## Associations

### Professional

Member, American Bar Association

Member, Association for Corporation Growth

## Articles

“Beginning Business Practices,” *Utah Business Magazine* (March 5, 2023)

“NDAs -Protecting your most important assets,” *Utah Business Magazine* (May 13, 2022)

“Crowdfunding Offerings” *Legal Briefings Newsletter*, (Oct. 12, 2021)

“Final Week to Encourage the SEC to Adopt New Rules Increasing the Ability of Businesses to Raise Capital” *Legal Briefings Newsletter*/ Parsons’ COVID-19 Resources Response Center, (May 26, 2020)

## Presentations

“Securities Private Placements, Including Through Crowdfunding and Online Offerings,” (Aug. 13, 2021)