

Lina Celine Angelici

Of Counsel

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Practice & Industry Areas

- Securities Law & Corporate Governance
- Corporate Law
- Corporate Finance Law
- Executive Compensation
- Mergers & Acquisitions

Education

- Antioch School of Law, J.D., 1985
- Villanova University, B.A., 1981
- Massachusetts Institute of Technology, Blockchain Technology and Cryptocurrency Certification, 2022
- Wharton School of the University of Pennsylvania, Economics of Blockchain Technology and Digital Assets Certification, 2022 (anticipated)

Bar & Court Admissions

- Florida, 1998
- District of Columbia, 1985

Overview

Lina Angelici advises publicly reporting and privately held companies on SEC reporting and compliance matters, corporate governance, M&A, private equity, and blockchain technology and digital assets. Lina represents issuers, underwriters, and investors in registered and exempt, securities offerings under the '33 Act and applicable state Blue Sky laws. Transactions include initial and secondary public offerings, follow-on offerings, shelf registrations, SPACs, APO's, PIPE financings, Reg. S offerings, and private equity and venture capital transactions. She has extensive experience drafting '33 Act registration statements, and '34 Act reports, including Forms 10-K, 10-Q, 8-K, 3, 4 and 5, quarterly issuer

tender offers, Schedules 13D and 13G, and proxy and information statements on Schedules 14A and 14C. She also provides advice for and drafts all M&A transaction documents, including LOIs, NDAs, purchase agreements, and legal opinions, in connection with business combinations, including asset and equity sales, mergers, exchange offers, going-private transactions and tender offers, defense of hostile proxy contests, and implementation of anti-takeover protections including poison pills. Lina also provides day-to-day general corporate services, including choice of entity formation, articles of incorporation and organization, by-laws, operating agreements, partnership agreements and shareholder agreements, and a broad spectrum of business contracts, including marketing, distribution, licensing, royalty, employment, non-competition, non-disclosure, non-circumvention, credit agreements, phantom stock plans, and agreements.

Prior to joining Gunster, Lina was in-house corporate counsel for a world-class global brand and industry leader in the vacation ownership industry, where she was principal advisor to the General Counsel for all SEC reporting and compliance, NYSE requirements, and corporate governance. Lina was responsible for the Company's board and committee meetings, including agendas, minutes, resolutions, and board books, and for the Company's annual proxy statement and all matters relating to the annual stockholders' meetings. She was a key member of the teams responsible for the Company's Form 10-Ks and 10-Qs. In addition, as the head of securities and member of the disclosure committee for a leader in the alternative investment industry, Lina was responsible for all '33 Act registration statements, and she worked closely with accounting on all '34 Act reports for the company's four real estate investment trusts (REITs) with a combined \$5B AUM.

A former member of the staff of the U.S. Securities and Exchange Commission in Washington, D.C., Division of Corporation Finance, Lina worked in the Office of Mergers and Acquisitions overseeing all filings relating to negotiated and hostile LBO's, MBO's, tender offers, proxy contests, going private transactions, and filings under the Williams Act, Section 16, and Section 13 of the '34 Act.

Lina strives to understand her client's business needs and visions. She focuses on complex issues that require analysis and an understanding their potential implications. Her goal is to use her technical knowledge to provide practical advice that helps her clients reach their business objectives efficiently and on time.

Representative Matters

- As vice president and corporate counsel of a leading global vacation ownership company:
 - The underwritten selling stockholder offering by a Chinese conglomerate/global Fortune 500 company in connection with its disposition of its \$1.1 billion equity ownership.

- A Rule 144A/Regulation S \$350 million AAA-rated securitization of the company's vacation ownership loans.
- The refinance and increase in the capacity of the company's credit facility to \$1 billion from \$400 million.
- As vice president and securities counsel of a leading private investment management firm providing global real estate and alternative investment opportunities:
 - A \$3 billion best efforts initial offering and a \$1 billion follow on offering by a publicly registered, nontraded REIT focused on the seniors housing and healthcare sectors.
 - A \$3 billion best efforts initial offering, and a \$200 million follow on offering by a publicly registered, nontraded REIT focused on the multifamily development sector.
 - A \$97.3 million asset sale by a publicly registered, nontraded REIT focused on commercial office, retail and industrial properties internationally and in the United States.
 - \$2.6 billion best efforts offering of a publicly registered, nontraded business development company that invests in the debt of privately owned American companies.
- Represented target company in a \$687.9 million business combination with a Special Purpose Acquisition Company (SPAC).
- \$250 million sale of one of the leading carriers in the bulk trucking industry to an American private equity firm that specializes in leveraged buyout transactions and purchases of distressed securities involving corporate restructuring, special situations, and industry consolidations.
- The sale of a software development company to an American private equity and venture capital firm focused on financing and forwarding software and technology-enabled startup businesses.
- Various preferred stock, convertible note, and venture capital financings by startups.

Publications & Presentations

- “Strategically Overseeing Your Business During COVID: A Financial, Operational, and Legal Outlook,” presenter, Financial Executives International Tampa Bay Chapter Webinar, July 24, 2020

Professional Associations & Memberships

- Florida Bar Association
- Hillsborough County Bar Association
- District of Columbia Bar Association
- Brandon Chamber of Commerce

Civic & Community Service

- Veterans Stride Foundation at the International Institute of Orthotics & Prosthetics, Board of Directors, 2015–present