

David Spiller

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PRACTICE AREAS

Emerging Business | Mergers & Acquisitions and Private Equity | Technology & Licensing | Corporate | General Counsel Services | Automotive

David has negotiated and closed business deals on behalf of his clients since day one of private practice. As deal quarterback, he regularly works with buyers, sellers, vendors, customers and investors, as well as brokers, accountants and other professionals, to understand key deal points, assess risks, bridge gaps between parties and efficiently drive deals to conclusion. David prides himself on being a responsive and strong, but pragmatic advocate for his clients, whether they engage in significant deals every day or just once in a lifetime. Business goals and decisions come first, and the legal ones follow, not vice versa.

David has extensive experience with lower-middle market business mergers and acquisitions in price from $1 million to over $300 million, in many industries and locations. His clients have included private and public companies, private equity funds and sponsors, founders and multi-generation families. David also regularly helps technology companies bring their products and services to market and enter into key strategic alliances, and he regularly assists clients with complex software license, software-as-a-service and other IP/technology-focused business deals. He has worked as outside general counsel for numerous clients, coordinating litigation, real estate, construction, intellectual property, estate planning and foreign legal experts where necessary.

David is currently a member of the firm's Policy Committee (i.e., Board of Directors), and he has served on numerous non-profit Boards as well.

David started his career in Texas as a briefing attorney for Justice Nathan Hecht at the Supreme Court of Texas, before moving to private practice. David, along with his wife and two children, have made Chattanooga their home since 2012.

EDUCATION

- J.D., *with Honors*, The University of Texas School of Law, 2006
- B.A., *summa cum laude*, Philosophy, with Honors, The University of the South (Sewanee), 2000
  - Recipient of the Wilkins Scholarship Award
  - Recipient of the Hugh H. Caldwell Award for the outstanding graduate in the Philosophy Department

BAR ADMISSIONS

- Tennessee

ACCOLADES

- *The Best Lawyers in America*® – Mergers and Acquisitions, since 2026
- *City Scope magazine – Gold Club – Influential Business Leaders, 2017*
- *Mid-South Super Lawyers*® – Rising Stars, Mergers & Acquisitions, 2013-2018

MEMBERSHIPS

- American Bar Association
- Tennessee Bar Association
- Chattanooga Bar Association
- State Bar of Texas, Law Practice Management Committee – Advisory Member, 2011-2012

COMMUNITY

- St. Paul's Episcopal Church, Chattanooga – Vestry Member (2023-2026), Senior Warden (2025-2026)
- ArtsBuild, Board of Directors (2021-2024)
- Manker Patten Tennis Club, Board of Directors (2017-2024)
- Association for Visual Arts, Board of Directors (2016-2024)
- Pink! Chattanooga 2023 Auction Committee
- Holmberg Arts Leadership Institute – Graduate, 2016
- Hunter Museum of American Art, Avant-art Steering Committee (2018-2023)
- Manker Patten Tennis Club, Long-Term Planning Group (2013)
- Texas Hearing and Service Dogs, Board of Directors – Member, 2009-2012
- Business Investment Growth Austin (BiGAustin) – Former Volunteer Teacher, 2006-2012
- Texas Community Building with Attorney Resources (Texas C-BAR) – Former Volunteer Attorney, 2006-2012

EXPERIENCE

M & A Deals

- Have represented multiple private equity funds, headquartered around the U.S., in a variety of significant platform acquisitions, including acquisitions of the following: (i) a national fire protection and equipment company, (ii) numerous national and regional construction services companies, (iii) numerous consumer products, dietary supplement and OTC companies, (iv) a leading ergonomics office products company, (v) a multi-state urgent care clinic business, (vi) a national oilfield production components manufacturer, (vii) a leading paperboard packaging business, (viii) a leading nationwide supplier of aftermarket automotive parts, (ix) an international leather products company and (x) a nationwide debt collection company, among others.
- Additionally, have represented PE portfolio companies, other privately-held companies and publicly-held companies in multiple add-on acquisitions.
- Many representations have involved services companies. E.g., represented sellers of metals toll processing and logistics provider in sale to public company acquirer. Represented PE buyer in the acquisition of a multi-national professional services IT support business. Represented a privately-owned total facility management services company with nationwide scope in the sale of its business to a privately-held security services company. Significant and familiarity with construction services, restoration services, and product distribution services.
- Several representations have involved flooring products. E.g., represented nationwide hardwood flooring company in sale to major competitor. Represented publicly-held carpet company in acquisition of a complementary carpet manufacturing business. Represented flooring installation accessories company in acquisition of flooring provider.
- Have led teams of international attorneys in multiple complex deals, including the acquisition of a leading designer, manufacturer and marketer of sporting equipment and apparel with worldwide operations, and the sale of an international industrial components manufacturer.
- Have also represented regional and small businesses, such as truck and boat dealers, funeral homes, home improvement businesses, small manufacturing concerns, and propane supply businesses, and various family owner groups, in sales to larger competitors.

- Negotiated sale of privately-held social media company to large social media conglomerate, with unique purchase price components based on social media metrics.
- Numerous post-closing engagements, including representing buyers in successful post-closing enforcement of indemnification covenants, getting purchase price reduced by 33% in one instance, and in defense of indemnification claims.

Technology Deals

- Represented venture-backed software company in provision of software and services to multiple publicly-held financial institutions in multiple countries.
- Counseling publicly-held manufacturing companies on international joint venture distribution and supply arrangements with strategic partners.
- Represented technology companies in venture capital investments in their vendor partners and in other collaboration arrangements, such as referral agreements, subcontract arrangements and joint ventures.
- Negotiated various founder exits, company recapitalizations and venture capital investments on behalf of founders and companies.
- Drafted and negotiated executive employment agreements, independent contractor service agreements and employee separation agreements, for a variety of clients.

General Counsel Services

- Representation of wealthy investors and institutional investors in private equity, hedge fund and venture capital investments.
- Represented founders of hedge funds in fund formation and financing.
- Negotiated buy-ins, buy-sell agreements, and terminations of professional practices of doctors, veterinarians and lawyers and other professional groups.
- Counseling with respect to private equity offerings, periodic Exchange Act filings and securities law compliance in connections with investments in private equity and hedge funds.
- Counseling with respect to registration of investment advisors and representatives with the SEC and state securities boards.

