

Ilijan (Ilijir) Pipa

Partner



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Practices/Industries

- Capital Markets & Securities Transactions
- Mergers & Acquisitions
- Private Equity & Venture Capital
- Business Law

Education

Baldwin Wallace College
(B.A., *magna cum laude*,
2007)

Case Western Reserve
University Weatherhead
School of Management
(M.B.A., 2011)

Case Western Reserve
University School of Law
(J.D., 2011)

Overview

Ilijir focuses his practice on securities, mergers and acquisitions, and general corporate transactions. Ilijir counsels companies on a variety of securities matters, including securities offerings, disclosures, filings, and related compliance obligations. He has broad M&A experience representing buyers and sellers of companies operating in a spectrum of industries, including representing private equity funds and search funds in connection with their acquisition transactions.

Ilijir is also experienced in representing special purpose acquisition companies (SPACs). This includes raising capital to finance future acquisitions, setting up organizational structures, and working with regulators and applicable securities exchanges to ensure compliance with applicable rules. He also assists with drafting Form S-4 to register securities in connection with business combinations, and drafting and negotiating related documents in connection with de-SPAC transactions, such as letters of intent, charter documents, merger agreements, lock-up agreements, and support agreements.

Experience

- Experienced in representing startups and businesses of all stages in private placement, fundraising, and venture capital projects.
- Represented preferred stockholder in sale of its investment to the company in the amount of \$12 million.
- Represented architectural and engineering firm in sale of business to a private equity group for \$30 million.
- Represented several clients in formation of private equity funds ranging from \$25 million to \$300 million in size and advised them on their reporting obligations as “exempt reporting advisors” and “registered investment advisors.”
- Represented registered public companies, investment companies, and investment advisors in filings made with the SEC (10-Ks, 10-Qs, proxy statements, annual reports, Form ADVs, Form N-1As) and advised them on SEC reporting requirements and compliance issues.
- Represented online compliance training leader Workplace Answers in its sale to EVERFI, Inc., the nation’s leading education technology innovator.
- Represented a leading provider of AML/BSA solutions to financial institutions, in the sale of the company for \$125 million.
- Represented buyer in purchase of assets from several manufacturers of custom architectural woodworking for public and commercial buildings, including hospitals, schools, banks, retail stores, restaurants, and hotels.
- Counseled significant shareholder of public company on beneficial reporting requirements and sale of over \$3 million of public company stock in compliance with Rule 144.

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Experience

- Represented management of a company engaged in selling commercial lift trucks in purchasing controlling interest of such company from existing shareholders.
- Represented client in purchasing assets of company engaged in manufacturing and distributing products for the garage door industry for \$13.5 million.
- Represented client in \$15 million sale of company engaged in the business of selling marketing leads including names, phone numbers, home addresses, and/or email addresses, to service providers in the real estate, home and garden, and insurance industries.
- Represented client in forming a \$50 million real estate investment fund and setting up the management structure of the fund.
- Represented a technology company in acquiring a new operating subsidiary for \$10 million.
- Represented one of the largest mail carriers in the world in conducting an internal survey of its employees regarding the company's compliance with laws in various areas.
- Represented public and private companies in completing reverse and forward stock splits.
- Represented public utility company in 1934 Act filings and a series of primary and secondary public offerings including: (1) a public, secondary offering of 800,000 shares of common stock by a major shareholder; (2) a public, secondary offering of 1 million shares of common stock by its CEO and CFO; and (3) a primary, public offering of 1.725 million of newly issued common stock.
- Played key role in the representation of a public utility company in a \$10 million acquisition of a gas marketing company and adoption of rights agreement (poison pill) to ward off future advances of hostile acquirers.
- Represented minority shareholders in an effort to acquire controlling interest in publicly traded company and control of the board.
- Represented private equity firm in a \$25 million acquisition of a battery manufacturer and the \$22 million sale of a portfolio company engaged in the sale of various medical products, and represented the same client in a \$50 million private placement.
- Assisted in the representation of a closely held corporation engaged in the business of providing surgical instruments to hospitals in the \$70 million sale of the company.
- Represented company operating in the nickel industry in the \$10 million redemption of the ownership interest held by one of its members.

Presentations

- "Build, Buy or Sell?" Moderator, Smart Business Dealmakers Conference (May 2022)
- "Representation and Warranty Insurance in M&A Transactions," Speaker, Knowledge Group (July 2018)

Publications

- "Whole Foods Activist Shareholder Rings in New Year With a Win," Co-Author, NYSE Governance Services Insight Newsletter (February 2015)
- "Winning Wisdom Garnered From the Cavs for Corporate Buyers," Co-Author, Crain's Cleveland Business (January 2015)

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Involvement

Professional Affiliations

- Cleveland Metropolitan Bar Association
- Ohio State Bar Association
- Association for Corporate Growth

Community Involvement

- Albanian-American Association of Cleveland (*Former Member, Board of Directors*)

Admissions

- State of Ohio