



## Aaron L. Pawlitz

Corporate Strategies Practice Group Leader

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Aaron Pawlitz provides strategic counsel to businesses navigating mergers and acquisitions, corporate governance, and other complex transactions across a broad commercial landscape.

Aaron serves as Practice Group Leader for the Corporate Strategies practice group at Lewis Rice. He is a transactional attorney who advises publicly traded and closely held businesses on mergers and acquisitions, corporate governance, securities, real estate, distribution, and other commercial transactions.

Aaron works closely with business leaders and investors to navigate regulatory frameworks, contractual obligations, and deal-making challenges and opportunities. Since 2007, he has counseled underwriters regarding representations and warranties insurance policies and other transaction risk products.

### Education

- Saint Louis University School of Law (J.D., *cum laude*, 2002)
  - Editor-in-Chief, *Saint Louis University Law Journal*
- University of Missouri at St. Louis (B.A., *magna cum laude*, 1997)
  - Political Science

### Admissions

- Missouri Bar
- Illinois Bar

### Special Honors

- *The Best Lawyers in America* (2021-2026)
- Preeminent AV Rating from Martindale-Hubbell
- Top 100 St. Louisans to Know to Succeed in Business (April 2022)
- *Missouri & Kansas Super Lawyers*® (2020-present)

### Services

- Corporate Strategies
- Mergers & Acquisitions
- Transactional Risk Products
- Securities, Capital Markets & Investments
- Tax-Exempt Organizations
- Athletics
- Early-Stage Companies

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## Representative Experience

Highlights of Aaron's experience include:

- Served as underwriter's vetting counsel as to representations and warranties insurance policies since 2007.
- Represented the sellers in a \$117 million sale of a construction implement sales and service business.
- Represented the sellers in a \$36.5 million sale of a refrigeration controls business to a publicly-traded acquiror.
- Represented an investor in gaining its stake in a North American sports franchise.
- Represented the seller in a sale of radio tower, communications licenses, and related assets to Vertical Bridge.
- Represented the buyer on a \$49 million acquisition of three related targets, which transaction included debt, an equity offering, and a representations and warranties policy.
- Represented an issuer in an approximately \$150 million offering, the subscription funds from which offering were used to acquire distressed hospitality assets.
- Represented an issuer in an approximately \$35 million offering, the subscription funds from which offering were used to develop a fantasy sports software platform.
- Represented an issuer in a \$12 million offering of non-voting membership interests, the subscription funds from which offering were used to invest in a hospitality property located in an opportunity zone.
- Represented an issuer in a \$10 million offering of non-voting membership interests and regarding warrants issued in connection with a related financing.
- Represented an issuer in a \$35 million offering of non-voting membership interests, the subscription funds from which offering were used to invest in two hospitality properties located in one or more opportunity zones.
- Represented the offeror of certain cryptocurrency assets in determining whether, for U.S. securities law purposes, such offer was an offering of securities.
- Represented a fund operating in the senior living space on a \$140 million offering.
- Represented an employer in an approximately \$5 million Rule 701 compensatory benefit plan offering.
- Represented a fund operating in the hospitality space on a \$100 million offering.
- Served as primary U.S. real estate, construction, and data center counsel for four global, publicly-traded companies.

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## Transactional Risk Products

As part of his broader transactional practice, Aaron advises clients on representations and

warranties insurance in M&A and other transactional risk products. Drawing on nearly two decades of experience, and grounded in a practical, highly responsive client service approach, he helps parties navigate risk, structure deals, and deploy insurance solutions aligned with their business objectives, throughout the entire lifecycle of transactional risk insurance placements and related deal structuring, including:

**For his insurer and underwriter clients:**

- Immediately interfacing with the client's underwriting team upon engagement, including quickly moving through the conflicts check process
- Directing the review of subject area specialists (tax, benefits, executive compensation, employment, real estate, environmental, construction, government contracts, privacy and data security, and others) and curating the analysis results of those specialists
- Building out a tailored agenda for an efficient and impactful underwriting discussion
- Critically evaluating whether follow-up questions and potential policy exclusions are warranted
- Partnering with the underwriting team to shape up policy language

**For his merger & acquisition clients:**

- Evaluating the availability and suitability of transactional risk insurance for specific transactions
- Advising on the allocation of risk among buyers, sellers, and insurers
- Structuring representations, indemnification provisions, and other key terms in insured transactions
- Coordinating and managing the underwriting process with insurers and brokers
- Reviewing diligence materials and responding to insurer inquiries
- Negotiating policy terms, coverage scope, exclusions, retentions, and limits
- Advising on coverage considerations and, as applicable, potential post-closing claims

Aaron has developed many long-standing relationships with brokers, insurers, underwriters, and other lawyers working in the transactional risk space and welcomes the opportunity to serve as a resource for his clients where such relationships might prove beneficial.