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|  | Tracy A. Bacigalupo  Partner  New York, NY, US  t: 332.258.8470  e: tracy.bacigalupo@wbd-us.com |

Tracy A. Bacigalupo focuses her practice on corporate, M&A, and corporate governance matters. She represents public and private acquirers, target companies, and special committees in M&A transactions, including negotiated mergers, divestitures, and other collaborations involving strategic investors and private equity and venture capital firms. She has substantial experience with technology transactions and intellectual property development and protection.

Tracy regularly counsels Maryland-formed real estate investment trusts, open- and closed-end investment companies, and their directors and trustees on a broad range of matters, including strategic transactions, capital markets transactions, financings, and corporate governance issues. She also represents issuers in equity and debt offerings (including initial public offerings) and advises companies, boards of directors, and board committees regarding duties of directors, interested director transactions, charter and bylaw provisions, stockholder activism preparedness, and takeover defenses.

Tracy was the primary drafter and proponent of legislation enacted in Maryland that permits companies in the state to migrate to a blockchain-enabled platform.

Earlier this year, Tracy was named to Global M&A Network’s list of [Top 50: Americas M&A Lawyers](https://globalmanetwork.com/top-50-americas-ma-lawyers-2022/), a distinction that recognizes her leadership and record of closing value-creating transactions. She is one of only three women on this year’s list. She has also been identified by the legal ranking and news service *Lawdragon* as one of its “3000 Leading Lawyers in America” and “500 New Stars, New Worlds,” and by *The Legal 500 USA* for her work in the areas of mergers and acquisitions and project finance.

**Representative Experience**  
Any result the lawyer or law firm may have achieved on behalf of clients in other matters does not necessarily indicate similar results can be obtained for other clients.

* Represented Healthcare Trust of America, Inc. (NYSE: HTA) in connection with its $18 billion strategic combination with Healthcare Realty Trust Incorporated (NYSE: HR), as well as $1.125 billion term loan with JP Morgan, $3 billion credit facility with Wells Fargo and exchange offer and consent solicitation
* Represented as Maryland counsel KKR and consortium in $15 billion all-cash acquisition of CyrusOne Inc. (NASDAQ: CONE)
* Represented externally managed REIT that specializes in commercial real estate loans and credit investments in connection with strategic financing agreements that will provide up to $375 million of capital and in matters related to acquisition of management contract by new external manager
* Represented as Maryland counsel Starwood Property Trust, Inc. (NYSE: STWD) and Starwood Capital Group in multiple transactions, including Starwood’s $350 million investment in TPG RE Finance Trust; Starwood’s acquisition of Reverse Mortgage Investment Trust; combination of Starwood Waypoint Residential Trust and Colony American Homes; Starwood’s acquisition of LNR Property LLC; and Starwood’s acquisition of Waypoint Homes and spinoff of Starwood Waypoint Residential Trust, now trading as Starwood Waypoint Homes
* Represented as Maryland counsel REIT that specialized in investments in real estate-related and senior housing assets in the internalization of its external management functions and subsequent focus on creating golf entertainment ecosystem
* Represented Fortune 500 public company in its acquisition of one of nation’s longest standing providers of debt financing for multifamily and seniors housing real estate, broadening buyer’s real estate capital markets capabilities to include full Fannie Mae, Freddie Mac, and HUD/GNMA lending services
* Represented company engaged in business of developing, administering, and scoring tests in more than 180 countries, as well as educational research, analysis, and policy studies, in purchase of affiliated companies and, subsequently, in bid solicitation for another company in merger auction
* Represented business in sale of assets of long-distance learning high school, learning and evaluation center, and e-school to publicly held company
* Represented one of the leading companies in the cybersecurity software market (network intrusion detection) in private placement of convertible preferred stock through nationally recognized venture capital company
* Represented major pharmaceutical company in multi-party collaborative research program in which data, patents, and technology were exchanged and rights assigned among the parties
* Represented founders of cybersecurity software company in the formation and structuring of the company and in its initial and second rounds of financing
* Represented purchaser group in its acquisition of assets of gourmet food products importer/distributor from British corporation and representation of a member of purchaser group in her subsequent buyout of other members
* Represented leading global consulting firm in negotiation of contracts for the architecture design, development, and implementation of a document-recording information system (including deeds, mortgages, tax collection, tax assessment, and real estate development records, tax maps, and archival records) for the City of Philadelphia
* Represented owners of a manufacturer of printed circuit boards in sale of all the assets of the company
* Represented company whose businesses include commercial and military aircraft parts overhaul and repair, fabrication and distribution, paper envelope converting, steel processing and steel, and other industrial products distribution in the purchase of capital stock of an Arizona-based company engaged in the business of providing turbine engine coating technologies to gas turbine engine manufacturers and repairs and recoating services in the gas turbine engine aftermarket
* Represented biotechnology company, the leading developer of gene-based pharmaceutical products for the treatment and prevention of infectious and autoimmune diseases and certain cancers, in private placement, the proceeds of which were $9.7 million
* Represented corporate training companies in reorganization and merger with subsidiary of a publicly held tutoring and testing company
* Represented largest United States cable company in negotiation of software license, software development, and source code escrow agreements
* Represented publishing company in sale of a city lifestyle magazine (Baltimore magazine)
* Represented Maryland-based insurance company in merger with insurance holding company headquartered in Virginia

Honors & Awards

Global M&A Network, The M&A Atlas Awards – Americas, Top 50: M&A Lawyers (2023)

Recommended by *The Legal 500 USA*, Project Finance (2014) and Mergers & Acquisitions (2012)

*The Baltimore Sun Definitive Guide to Legal Representation*, “Top Rated Lawyers,” Washington, DC, and Baltimore (2012)

Recognized in the *Lawdragon 3000: Leading Lawyers in America* (2010-2011)

*Lawdragon 500: New Stars, New Worlds* (2006)

Professional & Civic Engagement

* Children’s Scholarship Fund Baltimore, Board of Trustees
* Maryland Club, Board of Governors
* American Bar Association, Business Law Section, Mergers and Acquisitions Committee
* Maryland State Bar Association, Corporation Law Committee

Media Mentions

* “[More Than A Dozen Firms Guided Top Q1 Real Estate Deals](https://www.law360.com/realestate/articles/1478655/more-than-a-dozen-firms-guided-top-q1-real-estate-deals),” *Law360*, April 2022
* “[Deal Watch: M&A Hits $740B YTD, But February Was Slow Compared to 2021](https://www.law.com/americanlawyer/2022/03/07/deal-watch-ma-hits-740b-ytd-but-february-was-slow-compared-to-2021/?slreturn=20230227190338),” *The American* *Lawyer*, March 2022
* “Healthcare Realty and Healthcare Trust of America’s $18 Billion Strategic Combination,” *Global Legal Chronicle*, March 2022
* “[Hunton, McDermott Shape $18B Merger of Health Care REITs](https://www.law360.com/articles/1468782/hunton-mcdermott-shape-18b-merger-of-health-care-reits),” *Law360*, February 2022
* “Deal Diary: Medical Office Building REITs HTA, HR to Combine,” *The Deal*, February 2022

Education

* J.D., Washington and Lee University School of Law
* B.A., Hollins College, Philosophy

Admissions

* New York
* District of Columbia
* Maryland

Related Sectors

Financial Services; Investment Funds; Real Estate; Technology

Related Services

Corporate; Corporate Governance; Mergers and Acquisitions; Private Equity