



→ Frank A. Bacelli

Partner

2099 Pennsylvania Avenue, N.W.
Suite 100
Washington, DC 20006-6801

T: +1.202.747.2193

F: +1.202.747.3846

fbacelli@sheppardmullin.com

Frank Bacelli is a partner in the Corporate Practice Group in the firm's Washington, D.C. office and Leader of the Private Equity Team. Frank is also the Leader of the Aerospace, Defense & Government Services Team and a member of the firm's Mergers and Acquisitions and Emerging Growth/Venture Capital Teams.

Areas of Practice

Frank focuses his practice on private equity, mergers and acquisitions and venture capital matters. His practice involves corporate transactions such as leveraged buyouts and recapitalizations, mergers and acquisitions, venture and growth equity financings and joint ventures.

Frank often serves as lead counsel, representing portfolio companies of sponsor funds in add-on acquisitions, dispositions, corporate governance and day-to-day legal and commercial matters. He also regularly provides legal and strategic advice to emerging companies on formation, structuring, financing and corporate governance matters.

Honors

Leading Lawyer - Corporate/M&A, *Chambers USA*, 2020

Experience

Representative Transactions

- Represented Arlington Capital Partners in its acquisition of the structural and engine composite fabrications and assemblies business for commercial, business jet, and defense platforms from Triumph Group, Inc. (NYSE: TGI).
- Represented United Flexible, Inc., a leader in the design, development, manufacture, and support of high performance and mission-critical engineered solutions for the transfer of fluids and gases for aerospace/defense engines and systems, industrial, and power generation, in connection with its sale to UK-based Smiths Group for \$345 million.
- Represented Tex Tech Industries Inc., a portfolio company of Arlington Capital Partners, in the acquisition of the coating and laminating operations for the aerospace, defense, industrial and medical industries, as well as the U.S. defense-related operations, of Highland Industries Inc.
- Represented Arlington Capital Partners in connection with the acquisition of Tex Tech Industries, Inc., a leading manufacturer of specialty high-performance materials serving the aerospace, defense and industrial

industries and select sporting applications.

- Represented United Flexible, a portfolio company of Arlington Capital Partners, in its acquisition of Scotia Technology, a leading designer and manufacturer of small-diameter precision fixed tubular components for the aerospace and defense industry.
- Representing Micropact, Inc., a leading provider of specialized, vertically oriented case management and business process management applications for government, in its sale to Tyler Technologies, Inc. (NYSE: TYL).
- Represented Gryphon Investors and its portfolio company Transportation Insight in connection with its acquisition of Nolan Transportation Group (NTG), one of the largest and fastest-growing non-asset freight brokerages in the U.S.
- Represented Molecular Products Group, a portfolio company of Arlington Capital Partners, in connection with its acquisition of the SODASORB business from Henkel AG & Co. KGaA.
- Represented Gryphon Investors in connection with its acquisition of Transportation Insight LLC, a leading provider of enterprise logistics and transportation brokerage services.
- Represented CACI International, Inc. (NYSE: CACI) in connection with its acquisition of the systems engineering and acquisition support services business of CSRA LLC, a unit of General Dynamics Information Technology Inc.
- Represented Zemax, LLC, a leader in virtual prototyping software for optical product design and a portfolio company of Arlington Capital Partners, in connection with its sale to EQT Partners, a global investment firm.
- Represented CACI International, Inc. (NYSE: CACI) in connection with its acquisitions of various government contracts, joint ventures and businesses.
- Represented Gryphon Investors in connection with its acquisition of Potter Electric Signal Company LLC, a provider of specialty electronic and electromechanical products and solutions for the fire safety industry.
- Represented CA, Inc., (NASDAQ: CA) in connection with the acquisition of Runscope, Inc., a San Francisco-based provider of SaaS API monitoring solutions.
- Represented Polaris Alpha, a portfolio company of Arlington Capital Partners, in connection with the acquisition of Solidyn Solutions, LLC, a provider of satellite mission management, command and control systems, virtualization and cloud computing and large-scale data processing systems to defense and intelligence agencies.
- Represented Ardian North America Direct Buyouts in connection with its acquisition of Italy-based Dynamic Technologies S.p.A., a maker of automotive fluid-handling systems and precision aluminum parts.
- Represented Arlington Capital Partners in connection with the acquisition of Tex Tech Industries, Inc., a leading manufacturer of specialty high-performance materials serving the aerospace, defense and industrial industries and select sporting applications.
- Represented Jaguar Land Rover and its mobility services business, InMotion Ventures, in its \$25 million investment in Lyft, Inc.
- Represented Jaguar Land Rover and its mobility services business, InMotion Ventures, in its seed investment in SPLT.
- Represented Arlington Capital Partners in its acquisition of Molecular Products Groups, Ltd., a leading manufacturer of advanced chemistry-based products serving the healthcare, defense and industrial markets.

- Represented United Flexible, a portfolio company of Arlington Capital Partners, in its acquisition of Scotia Technology, a leading designer and manufacturer of small-diameter precision fixed tubular components for the aerospace and defense industry.
- Represented Polaris Alpha, a portfolio company of Arlington Capital Partners, in connection with the acquisition of Proteus Technologies, Inc., a developer of mission critical technologies, software and solutions to the aerospace and defense sector.
- Represented CA, Inc., (NASDAQ: CA) in connection with the sale of its cloud service management business to ServiceAide.
- Represented Dacor Holdings, Inc., a leading manufacturer of luxury kitchen appliances, in its sale to Samsung Electronics Co.
- Represented Interior Specialists, Inc., a portfolio company of Littlejohn & Co., in its acquisition of Creative Touch Interiors, Inc., from HD Supply, Inc. (NASDAQ: HDS).
- Represented CA, Inc., (NASDAQ: CA) in connection with the sale of its global Erwin business and assets to Parallax Capital Fund, L.P.
- Represented TeraLogics, LLC, in connection with its auction process and sale to Cubic Corporation (NYSE: CUB).
- Represented CACI International, Inc., (NYSE: CACI) in connection with its acquisition of the national security solutions business of L-3 Communications, Inc. (NYSE: LLL).
- Represented Novetta Solutions, LLC, a portfolio company of Arlington Capital Partners, in connection with its auction and sale to The Carlyle Group.
- Represented Tullett Prebon (LON: TLPR) in connection with the sale of Unified Energy Services, LLC, as part of a management buy-out transaction.
- Represented the general managers and executive management team of Austrian Motors Corporation in connection with the sale of the company to New Country Mid-Atlantic Group Inc.
- Represented Tullett Prebon (LON: TLPR) in connection with the acquisition of certain assets relating to the primary fixed income business of an inter-dealer brokerage firm.
- Represented Luitpold Pharmaceuticals in the sale of its SPRIX® Nasal Spray product line to Egalet US, Inc., for an undisclosed amount.
- Represented the general partner of a \$225 million private equity fund in the fund's formation and capital raising.
- Represented a private equity fund client in its equity and debt sponsorship of the management buyout of a municipal biosolids and wastewater recycling company for an undisclosed amount.
- Represented a private equity fund client in its equity and debt sponsorship of the leveraged buyout of a deepwater diving company for an undisclosed amount.
- Represented a private equity fund client in a \$170 million leveraged buyout of a leading hair care products company.
- Represented a private equity fund client in a \$125 million leveraged going-private acquisition of a Nasdaq-listed company in the educational products industry and subsequent representation in three add-on acquisitions.

- Represented a private equity fund client in a \$50 million leveraged recapitalization of a for-profit post-secondary education company.
- Represented a growth equity fund in a \$50 million growth equity investment in a leading medical equipment parts supplier.
- Represented a former Nasdaq-listed public company (since acquired by a Fortune 150 company) in more than two dozen private company acquisitions in the business services industry with transaction values as high as \$50 million.
- Represented an energy software company in a \$40 million growth equity investment by private equity sponsors.
- Represented a sponsor-backed software company in a \$5 million preferred stock investment, including a fully negotiated option to purchase the company for \$50 million.
- Represented an international restaurant group in leveraged buyout of certain co-investors for an undisclosed amount.

Articles

Corporate & Securities Blog Posts

- "Impacts of Covid-19 on Closing M&A Transactions," March 18, 2020

Media Mentions

FLIR Fires Up More M&A
The Deal, 02.12.2019

Don't Miss It: Goodwin, Kirkland Guide Week's Hot Deals
Law360, 06.29.2018

Memberships

Member, American Bar Association, Business Law Section

Practices

Corporate

Private Equity

Mergers and Acquisitions

Emerging Company & Venture Capital

Industries

Aerospace, Defense & Government Services

Transportation

Education

J.D., *magna cum laude*, Catholic University of America Columbus School of Law, 1999

B.A., *cum laude*, University at Buffalo, 1995

Admissions

District of Columbia

Maryland