



Rebecca R. Valentino

Partner

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Related Services

Corporate & Finance ■ Corporate & Business Transactions ■ Capital Markets & Securities ■ Corporate Governance ■ Mergers & Acquisitions ■ Environmental, Social & Governance (ESG)

Rebecca Valentino, partner-in-charge of Alston & Bird's Silicon Valley office, concentrating her practice on corporate transactions, securities compliance, and corporate governance. Her clients represent industries ranging from real estate and finance to telecommunications and retail. Rebecca advises on mergers and acquisitions, public and private securities offerings, and Securities Act and Exchange Act compliance, including regular periodic reports, proxy solicitations, responding to shareholder proposals, shareholder activism, and shareholder meeting procedures. She also counsels companies on Section 16 reporting requirements and tender and exchange offers.

Rebecca received her J.D. from Fordham University School of Law and her M.B.A. in finance from the Fordham Graduate School of Business Administration in 2009. While at Fordham, she was an editor for the Fordham Sports Law Symposium. Rebecca received her B.S., summa cum laude, in 2005 from San Jose State University, where she was the captain of the gymnastics team.

Rebecca is admitted to practice in New York and Washington, D.C.

Representative Experience

Mergers, Acquisitions, and Corporate Transactions

- Counsel to a leading global timeshare company in its \$3 billion acquisition of a luxury timeshare operator. The transaction was named the largest hospitality M&A deal of 2021 according to *Dealogic*.
- Counsel to an NYSE-listed telecommunications services company in its \$1 billion sale to a major private equity sponsor.
- Assisted a worldwide leader in automotive safety with an internal reorganization and spinoff of its electronics business.
- Counsel to a software collaboration services company in an acquisition of a cloud-based team collaboration and project management platform.
- Counsel to a public restaurant group in the sale of its business to a private equity group for approximately \$375 million.
- Counsel to a major Southwestern bank in its \$309 million stock-and-cash acquisition of another regional bank.
- Counsel to a national banking association in the \$530 million sale of its mortgage warehouse lending business.
- Counsel to an NYSE-listed residential mortgage REIT in its \$360 million reverse merger with a private commercial mortgage REIT, including preparing the joint proxy statement/prospectus and tender offer documents and assisting with dual shareholder meetings.

- Counsel to the special committee of a publicly traded investment advisory and asset management firm in the company's sale process and ultimate going-private transaction with the company's founder.
- Counsel to a small-business lender in a tender offer for \$90 million of its common and preferred shares.
- Counsel to a private equity buyer in the \$60 million acquisition of a turf company.
- Counsel to a mortgage origination and servicing company in the sale of its business.
- Counsel to a public REIT in various debt tender offers valued at \$775 million.
- Counsel to a public REIT in a sale transaction that culminated in a merger with a private REIT.
- Counsel to a public REIT in an acquisition of a mortgage origination and servicing company.
- Counsel to an investment company conducting a private tender offer for shares of a technology company.
- Counsel to a capital markets company in two simultaneous transactions where the company sold various assets to one buyer and the equity in the remaining business to another buyer.
- Counsel to a media company in two simultaneous transactions where the company sold substantially all its assets, including preparation of a proxy statement for a special meeting to approve the sale.
- Counsel to a telecommunications company in a \$370 million going-private transaction.
- Assisted a telecommunications company with securities filings related to a spinoff of a business unit into a separate legal entity.
- Counsel to a public media company in an acquisition of preferred stock and a large equity interest in one of the nation's largest booksellers.
- Assisting clients with internal reorganizations.

Securities Offerings

- Assisted a worldwide leader in automotive safety with simultaneous registered offerings of approximately \$420 million of common stock and \$200 million of convertible notes.
- Assisted a financial services company and a registered bank holding company in the public offering of \$350 million of a new series of fixed-rate reset noncumulative perpetual preferred stock.
- Counsel to a public REIT in a \$400 million offering of green bonds.
- Counsel to a private medical imaging company in a \$30 million private offering of membership interests.
- Counsel to a private medical robotics company in private offerings of membership interests totaling more than \$15 million.
- Counsel to a mortgage REIT in a \$250 million registered offering of common stock.
- Counsel to a mortgage REIT in a \$200 million offering of exchangeable notes.
- Counsel to a public REIT in various senior notes offerings for approximately \$1.5 billion.
- Counsel to a real estate services company in a private offering of \$100 million of convertible notes.
- Counsel to an alarm monitoring company in a private offering of more than \$450 million of high-yield notes.
- Counsel to a company in its first issuance of preferred stock.

- Counsel to a solar energy company in an exchange offer allowing certain eligible employees of the company to exchange their stock options for fewer options with a lower exercise price.

Public Companies

- Corporate and securities counsel to a leading worldwide manufacturer, supplier, and reseller of a broad line of electronic components, interconnect, sensing, and control devices, and related products.
- Corporate and securities counsel to a global leader in providing infrastructure solutions for the core, access, and edge layers of communications networks.
- Corporate and securities counsel to a value-priced retailer of urban fashion apparel and accessories for the entire family.
- Counsel to various public companies facing proxy contests and shareholder activists.
- Counsel to investment firms and financial services firms with beneficial ownership reporting, proxy, and tender offer issues.
- Counsel to public REITs in the registration of securities under direct stock purchase and dividend reinvestment plans, filing of shelf registration statements, and ongoing “at the market” offerings of common and preferred equity.
- Assisting clients with compliance with conflict minerals reporting requirements.

Publications & Presentations

Presentations

- “Plenary Session – Shareholder Activism and the Universal Proxy,” 29th Annual Stanford Directors’ College, Stanford Law School, Stanford, CA, June 24–26, 2024.
- “Shareholder Activism and the Universal Proxy,” 28th Annual Stanford Directors’ College, Stanford, CA, June 26-28, 2023.
- “Mergers & Acquisitions,” 27th Annual Stanford Directors’ College, Stanford, CA, June 21, 2022.

Education

- Fordham University (J.D., 2009)
- Fordham University (M.B.A., 2009)
- San Jose State University (B.S., 2005)

Admitted to Practice

- California
- District of Columbia
- New York