



## Michele Kloeppel

Partner

St. Louis  
314 552 6170 direct  
314 552 7000 fax  
mkloeppel@thompsoncoburn.com

### PRACTICES

- Securities Law
- Mergers and Acquisitions
- General Corporate

### EDUCATION

- Washington University School of Law, J.D., 1990
- University of Michigan, B.A., 1987

### ADMISSIONS

- Missouri

### COMMUNITY

- Arch Grants, Competition Board, 2016-present

### REPRESENTATIVE CLIENTS

- Aegion Corporation
- Associated Foreign Exchange Holdings, Inc.
- Chapin Davis
- Charter Communications, Inc.
- The Crawford Group
- Federal Signal Corporation
- Huttig Building Products, Inc.
- Perficient, Inc.
- Robert W Baird & Co. Incorporated

### AFFILIATIONS

- American Bar Association
- The Missouri Bar
- Bar Association of Metropolitan St. Louis

Michele is Co-Chair of the Firm's Corporate and Securities Practice Group. She serves as a key corporate securities and compliance advisor to public and private companies. A former in-house attorney, she keenly understands the pressures facing general counsel and their executives, and provides practical, succinct advice on a range of corporate and transactional matters.

Michele draws on her extensive regulatory experience to advise companies on SEC reporting matters and critical boardroom issues, including governance trends, exchange listing requirements, disclosure issues, risk management, policy guidelines, and executive compensation. She helps companies define or modify board and committee roles, and actively monitors regulatory issues to ensure companies see their full risk profile and act on items that need their immediate attention.

On both the buy and sell side, Michele has represented public and private companies in mergers and acquisitions ranging from \$15 million to \$600 million. She has also successfully facilitated the resolution of disputes involving minority and majority equity holders.

As part of her responsive, day-to-day advice on general corporate matters, Michele crafts and negotiates complex agreements of all kinds, including those involving employment and separation, supply and distribution, vendors, strategic alliances, licenses, sponsorships and consulting relationships.

Michele spent more than a decade as corporate counsel to a national restaurant chain, where she led franchise acquisitions and companywide risk analysis, and learned first-hand the value of outside counsel who communicate clearly and provide "can-do" advice to help clients achieve their business objectives.

### Experience

- **Mergers and acquisitions, divestitures**  
Represented a manufacturing company in the sale of a business

## EMPLOYMENT

- Thompson Coburn LLP Partner, 2010-Present Of Counsel, 2007–2009 Associate, 1993-1997
- Panera Bread Company Corporate Counsel, 2003-2006
- WorldCom, Inc. Associate Corporate General Counsel, 1997-2003
- Gallop Johnson & Neuman LLP Associate, 1990-1993

segment for approximately \$110 million. On the purchase side, represented the same manufacturing company in the acquisition of a Canada-based distributorship with secondary operations in the United States for approximately \$83 million.

Represented a public company in three acquisitions of information technology businesses with primary operations in the United States and in one case, secondary operations in South Asia, using both cash and public company stock as consideration including earnings-based contingent consideration. Transaction values ranged from \$5 million to \$35 million.

Represented the founders in the sale of an equipment rental business for \$54 million and the corresponding lease of multiple premises to the buyer from affiliate companies.

- **Corporate governance matters**

Assisted a public company with the adoption of a "poison pill" designed to protect the company's ability to use its net operating losses.

Represented multiple clients in defensive stockholder activist efforts.