

## Mark T. Plichta

### Partner

[mplichta@foley.com](mailto:mplichta@foley.com)

Milwaukee

414.297.5670



Mark T. Plichta practices primarily in the areas of mergers and acquisitions, securities law, corporate governance, and other general corporate business law. He is a partner in the firm's Transactions, Capital Markets & Public Company Advisory, and Japan Practices, as well as its Manufacturing and Energy Sectors and Automotive Industry Team. Mark is also a member of the firm's Environmental, Social, and Corporate Governance Team.

Mark has represented companies in numerous mergers, acquisitions, investments, joint ventures, sales, and spin-offs involving public and private companies in various industries. He has represented corporate issuers and underwriters in various public offerings and private placements of debt, equity, and equity equivalent securities, as well as tender offers, exchange offers, and repurchases. He regularly counsels clients regarding corporate governance matters, including in connection with securities, M&A, and takeover defense matters. He also counsels publicly held companies regarding periodic compliance and disclosure matters under federal and state securities laws.

### Representative Experience

- Represented BorgWarner Inc. in its spin-off of PHINIA Inc. as a new, independent NYSE-listed company.
- Represented Dream Finders Homes, Inc. in its sale of \$300 million of senior notes in a Rule 144A private placement.
- Represented Hanger, Inc. in its sale to Patient Square Capital for \$1.25 billion, including M&A and SEC proxy statement and disclosure aspects.
- Represented HCI Group, Inc. in its public offering and sale of \$172.5 million of convertible senior notes.
- Represented private equity firm in the sale of IT services company.
- Represented Fortune 500 software and technology company in multiple software company purchases.
- Represented B. Riley, as an underwriter, in the public offering of \$250 million of common stock and senior notes by Synchronoss Technologies, Inc.

- Represented BorgWarner Inc. in its public offering of €1.0 billion of senior notes.
- Represented B. Riley, as underwriter, in the public offering of \$52 million of common stock by Eloxx Pharmaceuticals, Inc.
- Represented acquirer of automotive parts supplier.
- SEC disclosure counsel for Briggs & Stratton in connection with restructuring and bankruptcy matters.
- Represented life sciences company in corporate reorganization and venture financing round.
- Represented Plantronics, Inc. in its sale of \$500 million of senior notes in a Rule 144A private placement.
- Represented acquirer of lawn care equipment manufacturer.
- Represented BorgWarner Inc. in an \$800 million par-for-par exchange offer pursuant to Rule 144A.
- Represented The Marcus Corporation in its sale of \$100 million of convertible senior notes in a Rule 144A transaction.
- Represented MGIC Investment Corporation in its public offering of \$650 million of senior notes.
- Represented Vicor Corporation in its public offering of \$115 million of common stock.
- Represented BorgWarner Inc. in its public offering of \$1.1 billion of senior notes.
- Represented a Japanese pharmaceutical company in its IP license agreement with and equity investment in Nasdaq-listed biotech company.
- Represented pharmaceutical company in connection with agreements with contract manufacturing organizations.
- Represented a private equity firm in its acquisition of a transportation company.
- Represented a Japanese company in its acquisition of a U.S.-based manufacturer of advanced aerospace materials.
- Represented Mortgage Guaranty Insurance Corporation in two offshore reinsurance and insurance-linked notes transactions, involving notes with an aggregate principal amount of over \$630 million.
- Represented a leading communications technology company in its acquisition of a provider of advanced dispatch solutions.
- Represented acquirer of asphalt paving company.
- Represented a private equity firm in the acquisition of an IT services company.
- Represented Oshkosh Corporation in its public offering of \$300 million of senior notes.
- Represented Teijin Limited in its \$825 million acquisition of Continental Structural Plastics.
- Represented The Manitowoc Company, Inc. in its spin-off of Manitowoc Foodservice, Inc. as an independent public company. Supervised and coordinated all aspects of the spin-off and had direct responsibility for the divestiture, corporate governance, and securities aspects of the transaction, including registration under the Securities Exchange Act of 1934 and Rule 144A offerings of senior notes and second lien secured notes.
- Represented a Japanese technology company in its investment in a startup based in the United States and Singapore.
- Represented Adrie Global Holdings Limited, a Chinese direct lender, in a reverse merger with DT Asia, a Nasdaq-listed SPAC.
- Represented Johnson Controls, Inc. in its \$1.7 billion offering of senior notes.

- Represented Chinese auto supplier in its acquisition of a U.S. automotive materials company with a \$100 million enterprise value.
- Represented Chinese solar energy company in its majority equity investment in a Nasdaq-listed energy company based in the United States.
- Represented a major Japanese pharmaceutical company in connection with its joint drug development agreement with and preferred stock investment in, a California pharmaceutical company.
- Represented private equity fund in its \$375 million sale of information services company.
- Represented MGIC Investment Corporation in its \$1.2 billion dual-tranche offering of common stock and convertible notes.
- Securities, corporate, and financial statements restatement counsel for a Chinese reverse merger company listed in the U.S.
- Represented Pentair Ltd. in Rule 144A offerings covering the issuance of over \$2 billion of senior notes, including an exchange offer for outstanding senior notes of its Pentair, Inc. subsidiary, all in connection with Pentair's merger-of-equals with Tyco Flow Control.
- Represented Johnson Controls, Inc. in its offering of \$1.1 billion of senior notes.
- Represented The Manitowoc Company, Inc. in its public offering of \$300 million of senior notes.
- Represented Johnson Controls, Inc. in a registered exchange offer for convertible notes and equity units.
- Represented Ladish Co., Inc. in its \$800 million sale to Allegheny Technologies Incorporated, including the related securities filings.
- Represented Johnson Controls, Inc. in its public offering of \$1.6 billion of senior notes.
- Represented numerous clients in their adoption or renewal of shareholder rights plans, including NOL rights plans and other takeover and activist defense measures.
- Represented Briggs & Stratton Corporation in its public offering of \$225 million of senior notes.
- Represented The Manitowoc Company, Inc. in its public offering of \$600 million of senior notes.
- Represented Hanger, Inc. in its sale of \$200 million of senior notes pursuant to Rule 144A and Regulation S, related exchange offer for registered notes, and related tender offer for existing notes.
- Represented MGIC Investment Corporation in its public offering of \$800 million of common stock and \$350 million of convertible senior notes.
- Represented The Manitowoc Company, Inc. in its public offering of \$400 million of senior notes.
- Represented Johnson Controls, Inc. in its public offering of \$400 million of equity units and \$350 million of convertible notes.
- Represented Robert W. Baird & Co. Incorporated in a public offering by California Water Service Company of \$100 million of first mortgage bonds.
- Represented Harley-Davidson, Inc. in its public offering of \$600 million of senior notes.
- Represented Gehl Company in its \$450 million sale to Manitou BF S.A. in a going private transaction.
- Represented MGIC Investment Corporation in its public offering of \$420 million of common stock and concurrent sale of \$390 million of convertible junior subordinated notes.
- Represented TierOne Corporation in its agreement to a \$650 million sale to CapitalSource Inc., as well as the later termination of the merger agreement, including the related securities filings.

- Represented Fiserv, Inc. in its public offering of \$1.75 billion of senior notes.
- Represented MGIC Investment Corporation in its agreement to a \$5 billion merger of equals with Radian Group Inc., as well as the later termination of the merger agreement, including the related securities filings.
- Numerous other private company mergers, acquisitions, sales, and joint ventures, including Article 9 and other distressed company/debt acquisitions.

### **Awards and Recognition**

- Thomson Reuters Stand-out Lawyer – independently rated lawyers

### **Affiliations**

- Milwaukee Bar Association
- State Bar of Wisconsin
- American Bar Association
- Certified public accountant
- Member of the Wisconsin Institute of Certified Public Accountants. He spent four years as an auditor with Arthur Andersen

### **Presentations and Publications**

- Mark regularly writes and speaks about legal issues related to audit committees and accounting and auditing matters. He also regularly speaks regarding M&A topics in Japan

### **Sectors**

- [Automotive](#)
- [Manufacturing](#)
- [Sustainability & Product Stewardship](#)

### **Practice Areas**

- [Capital Markets & Public Company Advisory](#)
- [Corporate](#)
- [Environmental, Social, and Governance \(ESG\)](#)
- [Japan](#)
- [Mergers & Acquisitions](#)
- [Transactions](#)

### **Education**

- Northwestern University School of Law (J.D., cum laude, 1999)
- University of Wisconsin (B.B.A., 1992)
  - Accounting

## **Admissions**

- Wisconsin