



Roxanne N. Thorelli

SENIOR ASSOCIATE

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Services

Mergers & Acquisitions

Private Equity

Public Companies & Capital Markets

Corporate Governance

Corporate

Finance & Securities

Roxanne represents clients with mergers and acquisitions, debt and equity financing, corporate restructuring, and general corporate matters.

Roxanne represents private and public companies and private equity funds in many types of business transactions, completing key deal aspects such as drafting and negotiating contracts and purchase agreements, managing due diligence, conducting finance offerings and preparing corporate governance documents. She works closely with clients to understand their businesses and to ensure the overall fit and strategy of a transaction.

Roxanne counsels clients regarding securities documentation, including state and federal registration statements and licenses, SEC filings, and initial public offerings. She also prepares stock option, incentive and phantom stock plans.

Furthermore, Roxanne is dedicated to pro bono work. She advises entrepreneurs and start-ups on a variety of business issues in addition to her work representing clients regarding unemployment benefit appeal matters.

Experience

Mergers & Acquisitions

- Represented an incentive and loyalty reward company in its \$140 million equity sale.
- Represented a sleep and respiratory company with an enterprise value of \$136 million in a merger with a global health technology company.
- Represented a lumber company in its equity and asset sale for \$105 million.
- Represented Yardbird, an outdoor furniture company utilizing recycled ocean plastics, in its equity sale of \$85 million to Best Buy Co.
- Represented Bright Health Inc. in its acquisition of Zipnosis, a telehealth platform, by merger.
- Represented a bank in a merger with an affiliated trust.

Private Equity

- Represented a private equity fund in a \$1.1 billion equity sale of its global leader in hand protection and PPE platform.
- Represented a private equity fund in a \$1 billion potential equity sale of its worldwide steel manufacturing platform.
- Represented a private equity fund in the \$550 million equity sale of its North American biopharmaceutical contract research organization platform.
- Represented a private equity fund in the \$285 million equity acquisition of a national franchise seafood restaurant.
- Regularly represent private equity fund platforms with add-on asset and equity acquisitions for up to \$100 million.

Public Companies

- Representing a shrimp and chitosan producer on its initial public offering.
- Represented a church mortgage real estate investment trust in a series of public offerings of \$10 million of secured investor certificates under Form S-11 registrations.
- Prepare 1934 Securities Act filings, including current, quarterly, annual, and Section 16 filings.

Employee Stock Ownership Plans (ESOP)

- Represented a hotel property and restaurant operator in its sale by its ESOP with a deal value of \$395 million.
- Represented a transactional trustee in an ESOP acquisition of a \$65 million tree service company.
- Represented a variety of companies in the creation of their ESOPs.

Credentials

Education

- University of Minnesota Law School, J.D., 2017, *cum laude*
- University of Wisconsin – Eau Claire, B.A., 2014, *summa cum laude*

Admissions

- Minnesota, 2017

Recognition

- *Minnesota Super Lawyers Rising Star*, Mergers & Acquisitions, 2023
- 2022-2023 Outstanding New Lawyer of the Year Award, Minnesota State Bar Association, 2023
- Excellence Award for Pro Bono Service, Hennepin County Bar Association, 2022
- Pro Bono Champion, Fredrikson & Byron, 2022, 2023
- Volunteer of the Year Award, Volunteer Lawyers Network, 2021
- North Star Lawyer, Minnesota State Bar Association, 2018-2022
- 100-Hour Pro Bono Award, Hennepin County Bar Association Centennial, 2020
- Public Legal Service Program Award, Minnesota Justice Foundation, 2017

Civic & Professional

Professional Activities

- Volunteer Lawyers Network, Employment Advice Clinic Volunteer, 2020-present
- LegalCORPS, Business Law Advice Clinic Volunteer, 2015-present
- Hennepin County Bar Association, 2017-present
 - New Lawyers Section: President, 2023-2024, Vice President, 2022-2023, Secretary and Treasurer, 2021-2022, Membership Engagement Director, 2018-2021, Finance and Planning Committee Member, 2021-2022
 - Executive Committee: New Lawyers Representative, 2023-2024
- Minnesota State Bar Association, Member, 2017-present
- Association of Corporate Growth, Member, 2019-present
- Minnesota Women Lawyers, Mentor, 2018-2020

Community

- Calumet Lofts Homeowners Association, Board Member, 2021-present
- Golden Key International Honour Society at University of Minnesota, Primary Advisor, 2017-present
- University of Minnesota Law School, Business Law Concentration Seminar, Mentor, 2020-2021; 2022-present
- University of Minnesota Law School Graduate to Alumni Partner Program, Mentor, 2020-2021

News

Firm News | 08.23.2023

Fredrikson Attorney Roxanne Thorelli Awarded MSBA 2022-2023 Outstanding New Lawyer of the Year Award

Firm News | 07.17.2023

Fredrikson Attorneys Named 2023 Minnesota Super Lawyers and Rising Stars

Firm News | 06.26.2023

Fredrikson Attorneys Recognized as North Star (Pro Bono) Lawyers

Firm News | 06.16.2022

Fredrikson & Byron Attorneys Recognized as North Star Lawyers

Firm News | 05.16.2022

Attorney Roxanne Thorelli Receives Hennepin County Bar Association's Excellence Award for Providing Pro Bono Service

Speaking Engagements

Event | 07.27.2023

Opportunity to Lead

Publications & Presentations

Featured, "Pro Bono Spotlight: Roxanne Thorelli," *Minnesota State Bar Association*, May 2023

Featured, "Excellence Awards," *Hennepin Lawyer 2023 Annual Edition*, February 2023

Author, "3 Tips for Newer Attorneys," *Hennepin Lawyer*, March/April 2022

Featured, "Breaking the Ice: Pro bono Commitment Earns Volunteer Award," *Minnesota Lawyer*, September 30, 2021

Co-Author, "New Lawyers Section Report: A Look Back at 2019-2020 and a Look Ahead," *Hennepin Lawyer*, September/October 2020

New Lawyers Spotlight, *Hennepin Lawyer*, July/August 2018, January/February 2020

Co-Presenter, "ESOP Re-Leveraging Transactions," Chapter Meeting, The ESOP Association, Minneapolis, MN, June 13, 2019

“Providing Clarity for Standard of Conduct for Directors Within Benefit Corporations:
Requiring Priority of a Specific Public Benefit,” *Minnesota Law Review*, April 26, 2017