



Ryan G. Miest

SHAREHOLDER

Minneapolis

612.492.7393

rmiest@fredlaw.com

Services

Mergers & Acquisitions

Private Equity

Venture Capital & Angel
Financing

Finance & Securities

Ryan represents private equity funds, venture funds, and their portfolio companies, as well as other financial buyers, sellers, and investors, in platform and add-on acquisitions, divestitures, recapitalizations and other transactions. He also works with high-growth strategic enterprises, from start-ups to Fortune 100 corporations, on mergers and acquisitions, as well as financings and other significant transactional matters.

Ryan's transactional expertise includes mergers and acquisitions, joint ventures, financing transactions, intellectual property transactions, and other complex commercial relationships, in diverse industries such as technology, financial services, food, manufacturing, health care and retail. His practice combines deep substantive expertise with extensive practical experience and a solutions-oriented mentality. In addition to transactional matters, Ryan also serves as outside general counsel to numerous high-growth clients, providing business-focused advice regarding corporate governance, equity compensation, financing, intellectual property protection and other issues facing these fast-moving businesses.

Ryan is also active in the management of Fredrikson, currently serving as the co-chair of the firm's Mergers & Acquisitions Group, which has been ranked in the Top 20 among U.S. law firms in Pitchbook's Annual Global League Tables for the past three years. He previously served as co-chair of the firm's Corporate and Securities Group and on the firm's Recruiting and Hiring Committee.

Experience

Representative Transactions

Ryan consistently closes more than a dozen mergers and acquisitions (M&A) transactions each year as lead transaction counsel. Significant representative transactions include (in addition to the transactions highlighted below) Bright Health's acquisition of Zipnosis, the acquisition by Rogue Wave Software of Glify; the acquisition of Hudson Grace by Crate & Barrel; the acquisition by Securian Financial Group of ivari's Affinity business in Canada; the sale of H. Beck by Securian Financial Group to Kestra Financial (a Stone Point Capital portfolio company); the acquisition by Securian Financial Group of Empyrean Benefits Solutions, Inc. (a portfolio company of FTV Capital and Claritus Capital); the acquisition by Apogee (NASDAQ:

APOG) of EFCO Corporation (a Pella business line); the sale of SportsEngine to NBC Sports Group (described by the *Minneapolis / St. Paul Business Journal* as one of “2016’s top tech M&A deals”); and the sale of Talenti Gelato to Unilever.

Technology Sector

- Sale of SixSpeed to Advantage Marketing Partners
- Sale of Ecessa Corporation to Communications Systems, Inc.
- Sale of Agosto to Pythian Services Inc. (a Mill Point portfolio company)
- Sale of Corvil to Pico
- Sale of Anovia Payments to Waud Capital Partners
- Sale of Virteva to RLJ Companies/Crossfuze
- Sale of GutCheck to Toluna
- Acquisition by Rogue Wave (an Audax portfolio company) of Gliffy
- Acquisition by Fortra (formerly HelpSystems) (a Harvest Partners, TA Associates, Charlesbank Capital Partners, and HGGC portfolio company) of Midrange Performance Group, MVP Systems Software, the assets of the Core Security business from SecureAuth, Clearswift, Digital Defense, Vera, Agari, Tripwire (a subsidiary of Belden (NYSE: BDC)), and Alert Logic (a Welsh, Carson, Anderson & Stowe portfolio company)
- Acquisition by DXC Technology (DXC: NYSE) of argodesign

Consumer Food Space

- Represented investors in majority investment in frozen treat company
- Represented investors in minority investment in premium snack company
- Represented investor group in mezzanine loan to premium bottled water company
- Represented client in multiple equity investments in specialty foods companies and sale to a leading sales and marketing agency
- Represented Talenti Gelato as outside general counsel and in sale to Unilever
- Represented investor groups in investments in growing food manufacturing companies
- Represented Iris Brands in acquisition of Solero Fruit Bars
- Represented diversified frozen food manufacturer in various matters
- Represented investor group in majority investment in energy drink startup
- Represented investor group in majority investment in Peace Coffee

Private Equity M&A Experience

- Represents Kinderhook Industries, a leading national middle market private equity fund, and its portfolio companies in numerous acquisitions and divestitures

- Represents Audax, a leading national middle market private equity fund, in numerous acquisitions and divestitures in a variety of industries, including numerous closed transactions for over a half-dozen different platform companies
- Represents other national and regional middle market private equity funds in platform and add-on acquisitions and divestitures
- Represents management groups in connection with sponsor buyouts, including employment arrangements, equity compensation, and co-invest or rollover opportunities

Lead Outside General Counsel or M&A Counsel

- Blu Dot Design & Manufacturing, Inc.
- Crate & Barrel
- Digital River, Inc.
- Fortra (formerly HelpSystems)
- Outsell Corporation
- Peace Coffee
- Securian Financial Group, Inc.
- Talenti Gelato

Credentials

Education

- University of Minnesota Law School, J.D., 1999, *magna cum laude*
- University of Iowa, B.B.A., 1995

Admissions

- Minnesota, 1999
- U.S. District Court for the District of Minnesota, 1999

Recognition

- *Best Lawyers in America*, Mergers and Acquisitions Law, 2013-2024
- *Minnesota Lawyer* POWER 30 Top M&A Attorney, 2023
- *Minnesota Super Lawyers Rising Star*, 2007-2009, 2012
- Order of the Coif, Member

Civic & Professional

Professional Activities

- American Bar Association
- Minnesota Bar Association
- Hennepin County Bar Association
- University of St. Thomas, Adjunct Faculty, *Communications Law*, 2003-2005
- *Minnesota Law Review*, Lead Articles Editor, 1998-1999; Staff Member, 1997-1998

Community

- Baby's Space: A Place to Grow, Member, Board of Directors, 2007-2015; Chair, Governance Committee, 2011-2015; Interim Chairman of the Board, 2015-2016
- Baby's Space Environments, Member, Board of Directors, 2011-2015
- Pathways, Member, Board of Directors, 2007-2015
- Pathways, Finance Committee, 2012-2017

News

Firm News | 08.17.2023

Fredrikson Attorneys Recognized in The Best Lawyers in America© 2024

Firm News | 02.22.2023

Fredrikson Earns Top Law Firm Rankings in PitchBook's 2022 Annual Global League Tables

Firm News | 01.26.2023

Six Fredrikson Shareholders Among *Minnesota Lawyer's* POWER 30 M&A Attorneys

Article | 08.18.2022

Fredrikson & Byron Attorneys Recognized in The Best Lawyers in America© 2023

Firm News | 04.04.2022

Fredrikson & Byron Represents HelpSystems in its Acquisition of Tripwire and Alert Logic

Firm News | 07.22.2016

Fredrikson & Byron Represents Goldner Hawn Johnson & Morrison in its Sale of Universal Turbine Parts, LLC

Publications & Presentations

Sponsor/Host, *Strategic M&A Seminar: Trends and Insights for Successful Dealmaking in 2023*, Fredrikson & Byron Webinar, October 6, 2022

Panelist, *M&A 2021: What to Expect After the Pandemic*, Fredrikson & Byron Webinar, April 28, 2021

Quoted in “Even a Pandemic Couldn’t Stop M&A in Minnesota,” by Taryn Phaneuf, *Minneapolis/St. Paul Business Journal*, February 25, 2021

Quoted in “Pandemic Slowed Deal-Making In Minnesota Last Year,” *Star Tribune*, February 7, 2021

Quoted in “M&A Goes SX,” by Taryn Phaneuf, *Minneapolis/St. Paul Business Journal*, February 28, 2020

Quoted in “Minnesota Saw More Deals in 2019, but Smaller Price Tags”, by Neal St. Anthony and Patrick Kennedy, *Star Tribune*, February 2, 2020

Co-Presenter, *Transactional Insurance—Key Issues and Market Update*, Risk and Insurance Management Society Minnesota Conference, January 23, 2020

Co-Presenter, *Managing M&A Risk: Representation and Warranty Insurance and Other Tools for Strategic Acquirers*, November 19, 2019

Blog Posts

The Restructuring Report | 07.24.2020

Reps and Warranties Insurance in Bankruptcy and Insolvency