



Caroline Graham

Consultant Solicitor

Jurisdiction: England & Wales

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Overview

Caroline is a corporate lawyer with highly-regarded expertise in mergers and acquisitions, private equity transactions including management team investment structures and cross-border corporate reorganisations. With significant experience advising alongside tax advisers and accountants, she acts for a range of clients including private companies, entrepreneurs, management teams and (on corporate reorganisations in particular) multinationals and listed groups.

Expertise

- Analytical legal due diligence and vendor assistance/preparation for sale
- Buy-side and sell-side mergers and acquisitions
- Business and asset sales and purchases
- Private equity transactions including management advice
- Capital injections
- Complex technical company law
- Corporate reorganisations for tax and/or strategic planning, including:
 - Share capital reorganisations including capital reductions, share buybacks and debt capitalisations
 - Share and asset transfers
 - Intra-group debt, finance and interest structures
 - Multinational group structures
 - Cash repatriation

Cases

- Acting for vendors on £40m partial sale to private equity investor of global logistics company
- Advising non-UK listed purchaser on £3m acquisition of global manufacturing company

- Acting for management team on £10m, debt-funded MBO of UK-based manufacturing company, including advising on management equity participation and ongoing legal issues
- Advising management team on equity participation, warranties and disclosures, on £200m secondary LBO, having advised the team on its prior MBO and IPO
- Advising management team on equity participation, warranties and disclosures on £1bn+ secondary LBO
- Global legal due diligence project for private equity investor on acquisition of multinational motor industry company
- Vendor due diligence on disposal of regional international airport
- Implementation of global IP structure for multinational group
- Implementation of global principal structure for multinational energy company
- Numerous domestic and multinational group reorganisation projects including debt, equity and asset structures and Eurobond issues
- Implementation of CGT rate-management structures for individuals anticipating business or share disposals.

Career

- 2010** **Keystone Law** | *Consultant Solicitor*
- 1997-2010** **Pricewaterhouse Coopers Legal** | *Solicitor then Partner*
- 1995-1997** **Dickinson Dees** | *Solicitor*
- 1995** Qualified as a Solicitor
- 1993-1995** **Herbert Smith** | *Trainee Solicitor*