



**DAVID J. CRANDALL**

Of Counsel

Phone: 216.619.7838

[dcrandall@walterhav.com](mailto:dcrandall@walterhav.com)

## SERVICES

---

Banking & Financial Services  
Business Services  
Business Succession  
Closely Held & Family-Owned Businesses  
Commercial Lending  
Mergers & Acquisitions  
Public & Structured Finance  
Venture Capital

## EDUCATION

---

Syracuse University College of Law, J.D.  
Cum Laude  
Allegheny College, B.S.  
Magna Cum Laude  
Phi Beta Kappa

## LICENSED TO PRACTICE

---

Ohio

## RECOGNITION

---

Public Company General Counsel of the Year | Finalist | Crain's Cleveland Business | 2015

## OVERVIEW

---

David is a member of Walter Haverfield's Business Services Group. As a driven leader with deep business acumen, David brings nearly 30 years of corporate and law firm experience to the firm. He has led hundreds of transactions and deals for public and private companies, entrepreneurs, and private equity participants across a range of corporate and securities transactions.

Consistently recognized for his ability to pragmatically manage both legal and corporate business matters, David regularly advises entities and executives on the mergers, acquisitions, dispositions, commercial financing transactions, and general business matters needed to advance a company's objectives.

David's unique background includes serving as the Chief Legal & Compliance Officer of a publicly traded (NYSE) company, as well as over two decades as a corporate attorney, private business owner, and entrepreneur.

## EXPERIENCE

---

### General Counsel Experience\*

Served as Chief Legal & Compliance Officer for a publicly traded company, advising on all legal aspects of the business including:

#### *Corporate Governance & Compliance*

- Secretary to the Board of Directors, attended all Board and committee meetings and prepared minutes.
- Informed Board on corporate governance topics, prepared meeting agendas and materials, and made presentations and recommendations.
- Managed Board self-assessments, D&O questionnaires, and company policy acknowledgements.
- Implemented indemnification agreements for Directors and Officers.
- Advised Board of Directors and senior management on all company legal matters. Analyzed, recommended and implemented a web-based solution for the electronic delivery of Board materials.
- Managed government investigations, including SEC/FCPA investigation, EPA groundwater investigation, EPA air investigation and DOL audit and claim related to stock bonus plan transaction.
- Provided educational resources and training to the Board for risk management and good governance practices.
- Instituted employee web-based compliance training program.

#### *Securities & Finance*

- Managed legal aspects of company's IPO and listing with NYSE, participated in drafting Form S-1, reviewed and addressed SEC comments.
- Oversaw preparation and filing of the annual proxy statement, annual and quarterly periodic reports, current reports, Section 16 compliance, registration statements and other SEC filings and public disclosures, as well as communications with shareholder advisory organizations such as ISS and Glass Lewis.
- Advised CEO and CFO on investor relations issues and earnings calls.

- Chaired disclosure committee of over 10 other senior business leaders.
- Ran annual shareholder meetings and responsible for the agenda and script.
- Managed legal aspects relative to credit facilities and follow-on equity offerings.

#### *Mergers & Acquisitions*

- Advised management on all legal aspects of business, technology, Greenfield acquisitions and corporate divestitures, including structure, transaction process, potential liabilities and tax.
- Managed and conducted due diligence process and risk assessment.
- Negotiated acquisition agreements.
- Negotiated agreement for merger with multinational buyer.
- Managed outside counsel in defense of shareholder class action suits.

#### *General Corporate Matters*

- Drafted and negotiated various commercial agreements such as customer supply agreements which included unique indemnity provision to protect company from silicosis claims.
- Managed outside counsel in defense of silicosis mass tort claims resulting in favorable resolutions.
- Advised on product labeling and product warning labels. Drafted warning language for PO's and packaging.
- Managed litigation including high profile toxic tort litigation, commercial disputes and employment related claims.
- Established contract management system and developed standard form agreements.
- Led government relations function, participating in House and Senate lobbying; monitored legislative developments and directed fracking initiative.
- Partnered with Internal Audit and led all internal investigations.
- Advised Human Resources on employment matters including significant reductions in force and plant closings.
- Supervised revision of employee handbook.
- Approved all employment terminations.
- Managed extensive portfolio of international intellectual property, license agreements, and development agreements.

#### *Additional Corporate Experience\**

- Represented public company in the coatings and building products industry on 50+ acquisitions worldwide effectively serving as an adjunct to business development in both legal and business functions.
- Completed transactions throughout the United States, United Kingdom, Latin America and Europe.
- Represented public and private companies and private equity funds in domestic and international acquisition, divestiture and joint venture transactions.
- Represented company in \$1 billion control sale to private equity firm.
- Led deal teams in acquisitions, divestitures, and joint ventures.
- Served as de facto general counsel for closely held business clients not having in-house legal staff.
- Drafted and negotiated commercial contracts, shareholder, buy-sell and governance agreements.
- Supervised delivery of legal services to range of clients by lawyers in multiple practice areas.
- Advised clients on risk mitigation matters.

*\* Prior to joining Walter Haverfield*

## **ASSOCIATIONS**

---

- Medina Recovery Center | Board of Directors and Secretary | Member
- National Industrial Sand Association | Board of Directors | Past Member
- Conrad's Tires | Board of Advisors | Past Member
- Valley Electrical Contractors | Board of Advisors | Past Member
- Cleveland Rape Crisis Center | Board of Directors | Past Member
- Drug Free Action Alliance | Board of Directors | Past Member and President
- Bellflower Center for Prevention of Child Abuse | Board of Directors | Past Member