

Chad J. Gottlieb - Partner & Chief Growth Officer

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Bio

Chad is the Chair of the firm's Corporate & Business Transactions Practice Group, with an emphasis in private equity and private credit transactions. He advises funds, direct lenders, and portfolio companies across the full life cycle of investments, including platform acquisitions, add-on transactions, leveraged buyouts, minority investments, recapitalizations, and complex credit arrangements.

Chad's work spans both the buy side and sell side, with significant experience structuring and negotiating transactions for private equity sponsors, independent sponsors, and institutional investors. His private credit experience includes representing lenders in senior secured facilities, mezzanine debt, and other bespoke credit solutions tailored to middle market transactions.

In addition to his private equity and private credit focus, Chad counsels clients on securities law, general corporate governance, intellectual property matters (including trademark branding, clearance, and prosecution), and marketing and telemarketing compliance under federal and state consumer protection laws. He also handles internal investigations and regulatory responses involving the Telephone Consumer Protection Act (TCPA), state telemarketing statutes, and

Unfair and Deceptive Acts and Practices (UDAP) laws.

Chad represents a broad range of clients, including private equity firms, private credit funds, accredited investors, growth stage companies, and small to mid-sized businesses navigating strategic transactions and regulatory challenges. He has also earned the Certified Merger & Acquisition Advisor (CM&AA) designation from the Alliance of M&A Advisors, certifying his knowledge in middle-market corporate finance, advisory, and transaction services. The program covers advanced skills in financial analysis, due diligence, deal structuring, and valuation.

Practice Areas

- Corporate and Business Transactions
- Mergers & Acquisitions
- Private Equity, Capital Markets & Securities
- Banking & Finance
- Intellectual Property & Technology
- Regulatory & Compliance
- Data Privacy & Cybersecurity

Prior Experience

Before joining DarrowEverett, Chad served as Junior Partner and General Counsel for a South Florida boutique venture capital firm concentrating on investments in early and growth-stage startups. In addition, Chad previously served as Vice President of Operations and General Counsel for a case management and tracking performance Software as a Service Company with clients across the United States.

Representative Matters

- Served as sell?side counsel to Young American Food Brands and Trivest Partners in the sale of Young American Food Brands to Falfurrias Management Partners, a private equity firm focused on growth?oriented middle?market businesses. Our team guided the transaction from exit preparation through closing, advising on deal strategy, structuring, diligence readiness, negotiation, and execution. Working seamlessly with management, ownership, and financial advisors, we helped deliver a smooth and successful transaction that aligned strategic objectives with long?term growth opportunities. Our corporate, real estate, employment, and tax teams worked seamlessly to deliver comprehensive sell?side representation tailored to a rapidly scaling business with layered operational and transactional considerations.

- Represented a Northeast?based private investment firm in its senior preferred equity investment in a diversified conglomerate focused on arena infrastructure, scoring systems, and electronic components manufacturing. The investment was structured alongside the refinancing of a senior secured credit facility to provide acquisition financing for a strategic add?on transaction. We advised throughout the M&A lifecycle, including transaction structuring, legal due diligence, negotiation, documentation, and closing. The team worked closely with issuer and lender counsel on a pre?closing corporate restructuring, addressed related tax considerations and cross?border aspects of the issuer's operations, and negotiated amendments to formation and governance documents, investor rights and voting agreements, and related financing and acquisition documentation.
- Advised a prominent New York-based private investment firm on its junior preferred investment, made through a special purpose vehicle, in a leading software, data, financial, and management services provider for music artists and independent record labels at a post-money valuation nearing $1 billion, handling all aspects of the transaction, including negotiations, due diligence, drafting of junior preferred investment documents, and closing.
- Advised on its follow-on convertible senior preferred investment in a leading software, data, financial, and management services provider serving music artists and independent record labels, at a post-money valuation of $1.6 billion on behalf of a distinguished New York-based private investment firm. The transaction was structured through a dual-class special purpose vehicle, including a blocker entity to accommodate offshore fund investors. We structured and negotiated the convertible senior preferred investment, handling all aspects of the transaction, including drafting and negotiating investment documents, amending and restating blocker entity and SPV governing documents, and coordinating closing.
- Served as sponsor's counsel in connection with the formation of various private funds and their Regulation D offerings to support the acquisition of prime real estate in Texas, Florida, and New York City. Prepared all fund and offering documentation—including the private placement memorandum, subscription agreement, and LLC agreement—and guided the sponsor from structuring through execution.
- Represented a Miami-based private real estate investment sponsor in the formation of a $100 million fund focused on the acquisition and repositioning of small bay industrial assets across key U.S. markets.
- Represented a highly regarded New York-based private investment firm in its investment in a strategically located sawmill, providing end-to-end transactional support from term sheet negotiations through closing. The engagement included legal and operational diligence, investment and tax structuring, and the negotiation of limited partner side letter protections, definitive investment documents, and ancillary closing agreements.
- Represented a South Florida real estate developer and a South Florida private equity family office in connection with their joint venture acquisition of a national big box retailer's

corporate headquarters for more than $100 million. This transaction involved the creation of several layers of corporate entities, drafting LLC and LP agreements, creation of tenancy in common agreement, 1031 exchange considerations, and other property-related agreements.

- Served as sell-side counsel to a restaurant-focused technology and consulting firm supporting multi-unit restaurant operators in its sale to a leading B2B technology and procurement platform serving the foodservice industry. Our team negotiated and drafted the purchase and sale agreement involving cash and rollover equity, structured a multi-faceted earnout tied to post-closing performance, and handled executive employment agreements.
- Represented a prominent New York-based investment firm in a Series B preferred equity financing, supporting its investment in a rapidly expanding, multistate provider of interactive and sensory-related experiences. Our team delivered end-to-end legal counsel, including conducting thorough due diligence, drafting and negotiating equity financing documents, and navigating the transaction through to closing. Additionally, we negotiated employment agreements for the founders, safeguarding the client's investment by aligning key personnel incentives with the company's long-term growth objectives.
- Served as U.S. special counsel to a private investment firm in connection with the acquisition of a fleet of commercial aircraft, focusing on U.S. legal aspects of the financing, including structuring and documenting liquidity lines and revolving credit arrangements forming conditions precedent under the transaction's credit agreement.
- Represented a prominent New York-based private credit and equity investment firm in connection with a complex debt and equity financing transaction involving a multistate HVAC, plumbing, and electrical services company. The transaction included a credit facility consisting of a delayed draw term loan (DDTL), term loan, and revolving line of credit, as well as a preferred equity investment. Our team provided comprehensive legal services throughout the process, including due diligence, negotiation, drafting, and closing of all related agreements, ensuring a successful outcome for our client.
- Structured and executed a comprehensive refinancing and restructuring transaction for a leading fitness and nutritional supplement business. The engagement involved negotiating a detailed term sheet that established the framework for both a new credit facility and a significant equity infusion, addressing complex economic terms, lender and investor commitments, and governance arrangements across a syndicate of lenders and multiple equity participants. We structured and documented the new credit facility, coordinating among participating lenders to align interests, resolve inter-creditor issues, and secure all necessary approvals. The transaction included the issuance of warrants to lenders, structuring an equity kicker for the lead lender and investor, and negotiating amendments to the company's operating agreement to implement the new equity structure and enhance governance rights. The team also advised on intellectual property and licensing considerations relevant to ongoing operations.

- Structured and closed an unsecured advancing term loan facility and convertible note to on behalf of a Miami-based lender group, also an affiliate of the landlord, to provide tenant capital expenditures and growth capital for the expansion of up to 35 new plasma donation sits. The rapidly growing plasma technology and healthcare company currently operates in more than 30 centers across multiple states.
- We served as lender's counsel to a New York City–based private investment firm in connection with credit facilities to a borrower in the television and radio broadcast sector that operates stations affiliated with the Big Four networks across the U.S. The facilities were used to refinance existing debt and fund the acquisition of additional stations, expanding the borrower's nationwide operations. Our team managed all aspects of the transaction, including navigating complex regulatory considerations, negotiating loan documentation, and structuring solutions to address the borrower's multi-jurisdictional footprint.
- Served as lender's counsel to a private investment firm in connection with its extension of acquisition financing to a private equity firm acquiring a company engaged in developing, licensing, and marketing a digital marketing and analytics platform for financial institutions.
- Served as counsel to a prominent private investment firm in connection with the upsize of an existing credit facility for a multistate HVAC residential and commercial services company. The transaction increased the borrower's delayed draw term loan capacity to support future growth initiatives, bringing the total facility to over nine figures. Our team handled all aspects of the transaction, including negotiating an equity kicker via a warrant for the client.
- Served as lender's counsel to a New York–based private investment firm in connection with six add-on acquisitions completed by the borrower within a four-month period under a delayed draw term loan facility. The borrower, a multistate residential home services company, expanded its operations across various states. Our team handled all aspects of the lender-side transaction, including structuring, documentation, and coordination of simultaneous closings.
- Served as buy-side counsel for a parking and transportation technology company's strategic acquisition of all of the issued and outstanding equity securities of a vehicle immobilization company that has government contracts with local agencies and municipalities across the country. The transaction involved a complex pre-closing restructure of the acquisition target as well as the inclusion of unique transaction-specific business terms providing for up to an eight-figure purchase price.
- Served as investor counsel in connection with the negotiation and drafting of two companion joint ventures entered into with a family office real estate acquisition and management group. The joint ventures were formed for the purpose of acquiring three parcels of prominently situated property in downtown Houston, Texas, including two

parcels consisting of office buildings intended to qualify as qualified opportunity zone (QOZ) property. Our representation also included structuring the investor's companion investment entities that were formed for the purpose of holding the QOZ partnership interest and non-QOZ partnership interest in the joint ventures and preparing the investment entities' Rule 506(b) syndication offering documents.

- Assisted an innovative online for-sale-by-owner real estate platform business in the complex reorganization of a family of corporate entities involving the transfer of assets, creation of an employee stock plan, establishment of an intellectual property holding company, and preparation of other related agreements required to separate existing and future business lines relating to the company's proprietary technology.
- Represented a parking and enforcement company in a corporate restructuring involving the spinoff of a subsidiary engaged in vehicle booting operations. The transaction also included the reorganization of an affiliated entity to align ownership across the affiliated businesses. Our team advised on all aspects of the transaction, including structuring, tax considerations, corporate governance, and implementation to achieve the client's ownership and operational objectives.

Insights

- All Aboard: Navigating STB Constraints When Financing Class III Railroads - via JD Supra, August, 2026
- Loose Lips, Large Language Models: What Your NDA is Missing in the Age of AI - via JD Supra, June, 2026
- Qualified Clients, Accredited Investors, and Performance Fees in Private Funds - via JD Supra, January, 2026
- Locking In Value: How GPs Use Crystallization to Balance Incentives - via JD Supra, September, 2025
- Don't Go Chasing Simple Waterfalls: Understanding Investment Return Structures - via JD Supra, April, 2025

Media Appearances

- Article: How I Made Law Firm Leadership: 'Don't Just Identify Problems. Bring Solutions,' Says Chad Gottlieb of DarrowEverett Via Law.com (April 2026)
- Article: Deal Pipeline Increasingly Active, Says DarrowEverett, Via PE Hub (Feb. 2026)
- Article: Secondaries Surge, NAV Lending Expands and Deals Breakdown, Via Secondaries Edge (January 2026)

- Article: Secondary Market Transactions in Pre-IPO Companies: Opportunities and Investor Risks, Via Traders Magazine (January 2026)
- Video Interview: Discussing the Expansive Realm of AI, via WPTV in West Palm Beach, Fla. (April 2024)
- Podcast Interview: Find What Drives You With Chad Gottlieb (February 2024)
- Podcast Interview: On Licensing and Trademarks With AccelPro/IP Law (December 2023)

Bar Admissions

- Florida
- New Jersey
- New York

Education

- Benjamin N. Cardozo School of Law, L.L.M.
- Shepard Broad Law Center, Nova Southeastern University, J.D., *summa cum laude*
- University of Central Florida, B.S., Business Finance

Accolades

- Certified Merger & Acquisition Advisor, via the Alliance of M&A Advisors

