



DarrowEverett^{LLP}



Maxwell Michael - Associate

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Bio

Maxwell Michael is an Associate in DarrowEverett's Corporate & Business Transactions Practice Group with broad experience across corporate, finance, securities, and general transactional matters. Maxwell advises clients ranging from emerging companies to established businesses and investors in matters such as mergers and acquisitions, joint ventures, strategic investments, and private placements of equity and debt securities. Maxwell also has experience with public offerings, preparing SEC filings, and venture capital financing. Additionally, Maxwell regularly works on commercial contracts and corporate governance matters.

Practice Areas

- [Corporate & Business Transactions](#)
- [Mergers & Acquisitions](#)
- [Private Equity, Capital Markets & Securities](#)
- [Banking & Finance](#)

Prior Experience

Before joining DarrowEverett, Maxwell was an associate at a prestigious Philadelphia-based law firm and had significant experience representing companies on private placements of debt and equity securities, mergers and acquisitions, and joint ventures in regulated industries.

Representative Matters

- Represented a New York-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.
- Represented a prominent private investment firm and its portfolio company, a leading operator of coin-operated amusement machines, in the acquisition of select contracts for a handful of locations from two coin-operated amusement machine businesses, representing a portion of the sellers' overall operations, for an aggregate eight-figure purchase price. Each transaction was structured as a separate sign-and-close deal due to the need for regulatory approval. The representation involved comprehensive due diligence, structuring, and negotiation of asset purchase agreements for both transactions, including detailed schedules addressing the transfer of gaming equipment, route locations, and customer contracts. We navigated the unique regulatory considerations applicable to the coin-operated amusement industry, ensuring compliance with state licensing and permitting requirements governing the operation and placement of amusement machines. A critical component of the engagement involved documenting an amendment to the portfolio company's existing credit agreement to facilitate the funding of the acquisitions. DE also coordinated closing logistics across both transactions, managing the execution of purchase agreements, bill of sale documentation, and assignment of location agreements.
- Represented a real estate client in designing and implementing a multi-layered management and control framework intended to ensure continuity of operational control without altering equity ownership. The engagement included a detailed evaluation of all existing operating agreements, loan documents, and 30+ years of corporate records spanning more than a

dozen projects in various stages of development and stabilization; the amendment and restatement of project-level operating agreements; and the creation of a centralized management company which, together with a reconstituted corporate parent under a new board of directors governance structure, established a clear succession and decision-making framework designed to preserve stability, transparency, and institutional governance.

- Advised the purchaser of nationally known plumbing franchises in New Jersey and Florida, drafting the purchase agreement, structuring a private equity capital offering, and negotiating a substantial equity commitment from a private equity fund to finance this acquisition and future growth through the newly developed platform.
- 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 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

- [Franchisee Lending: Beyond the Standard All-Asset UCC Filing - via JD Supra, May, 2026](#)
- [Navigating FCC Rules in Broadcast Lending and Collateral Structuring - via JD Supra, November, 2025](#)

Media Appearances

- Article: [The Algorithm in the Room: AI, Oversight and Board Accountability, Via Law.com](#) (Feb. 2026)

Bar Admissions

- New York

Education

- UCLA School of Law, J.D.
- Baruch College – CUNY, B.B.A., *summa cum laude*