



## KEVIN R. TALBOT

Partner, Corporate & Securities Practice Area Leader

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Kevin focuses his practice on mergers and acquisitions and corporate transactions. He has extensive experience advising private and public companies and private equity firms on complex business transactions, including advance planning for acquisitions, divestitures, and other significant transactions. Kevin acts as principal outside general counsel for a number of privately held businesses and regularly advises clients in connection with commercial arrangements, including supply agreements, distribution agreements, sales representative agreements, license agreements, private label manufacturing agreements and joint venture agreements, both domestically and internationally. Kevin also routinely counsels clients in connection with commercial and operational issues.

Prior to joining Hodgson Russ, Kevin was an associate at a large firm headquartered in the Midwest.

### Honors

- Listed, *Chambers USA: America's Leading Lawyers for Business*, (Corporate and Mergers & Acquisitions) 2022 - 2023
- Leadership Buffalo class of 2012

### Experience

Kevin represented an international environmental and weather measurement services company in its U.S. acquisitions and integration of targeted companies into its existing U.S. operations, and he represented an international construction equipment manufacturer in its corporate restructuring of North American operations. Below are additional examples of Kevin's representative work.

Hodgson Russ closed a merger transaction on behalf of a long-time, NASDAQ-listed defense and aerospace products manufacturing client. As a result of the merger, the client became a wholly owned subsidiary in a deal valued at approximately \$275

The Guaranty Building  
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### Practices & Industries

Corporate & Business  
Family Business & Succession Planning  
Franchise & Distribution  
Government Relations  
Manufacturing  
Mergers & Acquisitions  
Private Funds  
Professional Services  
Startups & Emerging Companies

### Admissions

New York

### Education

Canisius College, B.A.  
University of Notre Dame Law School, J.D.

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million. The closing completed a four-month project in which attorneys from many of our practices contributed in significant ways under intense time pressures and opposite some of the largest firms in the country. Our work included advising our client's board in connection with its fiduciary duties; negotiating the merger agreement; preparing a proxy statement for the special meeting of shareholders and dealings with the SEC and FINRA; defending the company and the board in two shareholder lawsuits alleging, among other things, breach of fiduciary duty by the board; appearing in federal and state court and ultimately settling the lawsuits; advising management on directors and officers insurance matters; advising the board and management on certain options and other benefit matters; handling HSR filings; and assisting on financing related to the transaction.

Hodgson Russ represented an entrepreneur in his acquisition and financing of a specialty manufacturing business. We assisted the client in structuring earn-out payments and negotiating employment agreements, transition services agreements, sales representative agreements, and lease modifications.

Hodgson Russ represented a Fortune 1000 company in the acquisition of the interests and real property of a privately held specialty parts manufacturer with locations on four continents. Our responsibilities included environmental due diligence review, the management of various environmental consultants, risk analyses related to various acquired properties, and contract drafting and negotiation.

Hodgson Russ represented a large, multinational wood treatment corporation in its sale to certain funds managed by a large global investment private equity fund. Responsibilities included overseeing seller-side environmental due diligence, the management of various environmental consultants, contract drafting and negotiation, and other related responsibilities.

## **In the News**

Thought Leaders - Family-Run Businesses in Buffalo  
*Buffalo Business First*, February 19, 2021

People's United Bank Agrees to Sell People's United Insurance Agency to AssuredPartners  
*Yahoo! Finance*, September 22, 2020

Hodgson Russ Announces New Partners McKenna and Talbot  
December 27, 2011

## **Press Releases**

Hodgson Russ LLP Receives Multiple Top Marks from *Chambers USA Guide 2023*  
June 6, 2023

Hodgson Russ Receives Top Marks for *Chambers USA 2022 Guide*  
*Hodgson Russ Press Release*, June 2, 2022

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## **Publications**

Corporate Transparency Act: FinCEN Updates and Guidance Ahead of January 1, 2024 Effective Date  
*Hodgson Russ Corporate & Securities Alert*, December 5, 2023

Reporting Requirements Under the Corporate Transparency Act: How Does it Affect My Company?  
February 7, 2023

FinCEN Currently Accepting Comments on Proposed Corporate Transparency Act Rule  
*Hodgson Russ Corporate & Securities Alert*, February 7, 2023

Congress and the President Approve \$284 Billion Second Round of Paycheck Protection Program Loans In Support of Struggling Small Businesses  
*Hodgson Russ Corporate & Business Alert*, December 30, 2020

Commercial Contracts in the Time of Coronavirus  
*Hodgson Russ Corporate Alert*, March 23, 2020

## **Professional Affiliations**

- New York State Bar Association
- Bar Association of Erie County
- Chair, Bar Association of Erie County Corporation Law Committee (2009-12)