



**Thomas Lyons enjoys learning from and about his sophisticated, financial sector clients' businesses – what they do, their business philosophies, and how their finances work – so he can help advise them in their business ventures.**

Thomas is a member of the firm's Recruiting Committee and concentrates his practice in U.S. securities law and financial regulation, specifically working with clients on matters involving corporate governance matters, securities, derivatives, financial institutions, investment management, private investment funds, and mergers and acquisitions.

Having observed tumultuous times in the finance world during the first decade of the 2000s, Thomas developed a keen interest in finance, capital markets, and securities.

Thomas has in-depth knowledge and broad experiences advising clients on the overlapping patch work of statutes and regulations covering the financial markets, including the laws, regulations, and rules under the Securities Act of 1933, Securities Exchange Act of 1934, Commodity Exchange Act of 1936, Investment Company Act of 1940, Investment Advisers Act of 1940, Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, JOBS Act of 2012, and FAST Act of 2015. This experience includes dealing with the U.S. Securities and Exchange Commission in connection with offerings of public company securities, including private investments in public equity transactions (PIPEs), registered direct offerings, tender offers, block trades, confidentially marketed public offerings (CMPOs), at-the-market offerings (ATMs) and fully marketed underwritten public offerings, shelf registration statement (Form S-3) and shelf takedown compliance requirements, Securities Exchange Act of 1934 reporting requirements (Form 10-K, Form 10-Q, Form 8-K, Schedule 13D, Schedule 13G, and Forms 3, 4, and 5), shareholder proposal compliance requirements; and private offerings of debt and equity securities exempt under Section 3 and 4 of the Securities Act of 1933 and under Rule 506(b) and (c) of Regulation D, crowdfunding offerings pursuant to Regulation CF, private offerings of equity securities offered to compensate employees, consultants and advisors of an issuer

## Thomas J. Lyons, III

### Associate

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### EDUCATION

Valparaiso University, (J.D.), cum laude,  
Honors Program Scholar, an editor for  
Valparaiso University's Law Review

Georgetown University Law Center,  
(LL.M.), securities and financial  
regulation

Holy Cross College, (B.A.), with highest  
honors, All Saints Award for Excellence  
in Scholarship, Leadership, and Service

### BAR ADMISSIONS

Indiana

### COURT ADMISSIONS

U.S. District Court for the Northern  
District of Indiana

U.S. District Court for the Southern  
District of Indiana

### LANGUAGES

English

### PRACTICES

Corporate

Emerging Companies and Venture  
Capital

Mergers and Acquisitions and Private  
Equity

Private Funds and Asset Management

Securities and Capital Markets

### INDUSTRIES

Fintech

under Rule 701 of Regulations E, and offshore offerings made outside the U.S. by both U.S. and foreign issuers under Rule 903 of Regulations S, and public resale of restricted or control securities pursuant to Rule 144 and Rule 144A, as well as advising clients on integration issues in connection with the aforementioned transactions.

Thomas advises clients in entity and private investment fund formation, including private equity funds, hedge funds, venture capital funds; complex business transactions; tax-free reorganizations; tax-free spin-off, split-off, and spin-out transactions; recapitalization transactions; swap transactions; stock splits; employee compensation transactions; various investment and capital-raising transactions, including, but not limited to, venture capital transactions, bridge financing transactions, debt financing transactions, and private equity transactions; special purpose acquisition companies (SPACs); joint ventures and other specialized investment structures; public and private company mergers and acquisitions.

Thomas advises financial institutions, fund sponsors, corporations, and other entities regarding broker-dealer registration and exemption issues under the Securities Act of 1934, as well as registration and exemption issues under the Investment Company Act of 1940 and Investment Advisers Act of 1940.

Thomas regularly advises clients on general corporate matters, including, but not limited to, initial and ongoing corporate governance support in the form of documents, bylaws, and operating agreements as well as board, manager, or equityholder resolutions and meeting minutes. In addition, Thomas regularly advises founders, investors and equityholders to fashion an optimal capital structure for their organization. This includes negotiating, drafting, and executing shareholder agreements, voting rights agreements, and other contracts to ensure that the capital structure is properly financed and runs smoothly throughout the company's life.

Thomas also advises clients on negotiating, drafting, and executing compensation agreements, stock option and other equity plans, retirement and other employee benefit plans, and employment and change in control agreements.

Thomas also advises clients on negotiating, drafting, and executing various asset purchase agreements, consulting agreements, and general commercial contracts to be used in the ordinary course of business.

Thomas also advises financial institutions, technology companies and asset managers in connection with transactional, regulatory and compliance issues concerning digital currency/assets and blockchain activities, including digital currency fund formation.

Thomas also advises on issues involving campaign finance, and the formation and operation of political action committees (PACs), Super PACs, tax-exempt 527 groups, and nonprofit organizations.

Prior to joining Barnes & Thornburg, Thomas served as an honors program legal extern in the Office of the Chief Counsel in the Division of Corporation Finance at the U.S. Securities and Exchange Commission and as a legal intern for U.S. Sen. Todd Young, both in Washington, D.C.

In those roles, he researched and drafted memoranda involving cryptocurrencies and digital assets, and reviewed and analyzed filings under the Securities Act of 1933 and the Securities Exchange Act of 1934,

including Form S-1 registration statements, Form S-4 registration statements, Form 10-K annual reports, Form 10-Q quarterly reports, and Form 8-K current reports for regulatory compliance. He also researched and analyzed various issues regarding the Tax Cuts and Jobs Act of 2017, including, but not limited to, the carried interest deduction, opportunity zone fund formation, 1031 transactions, the mortgage interest deduction, the state and local tax deduction, and estate and generation-skipping transfer taxes.

## **Professional and Community Involvement**

Board of directors, Indiana Leadership Forum

Young Professionals Committee, U.S. Senator Todd Young

Board of trustees, Holy Cross College

Chair of the Mission, Governance, and Nomination Committee, Holy Cross College

Board of directors, CFA Society of Indianapolis

Chair of Oversight and Governance Committee, CFA Society of Indianapolis

Board of directors, The Woman Print ® Foundation, Inc.

Committee Member, The Hoosier Hub Investor Series

Chair of Local Investor Relations Committee, CFA Society of Indianapolis

Board of directors, Options Charter Schools

Vice-Chair of board of directors, Options Charter Schools

Treasurer and Secretary, Options Charter Schools

Elected in 2020 as the Precinct Committeeman for Precinct 11-03 of the State of Indiana (serving a four-year term)

2020 Delegate for the State of Indiana

Member, Indiana Leadership Forum class of 2020

Member, Mitch Daniels Leadership Foundation Class VI

Member, Chartered Financial Analyst (CFA) Society of Indianapolis

Member, The Economic Club of Indiana

Member, Indy Chamber Ambassador Program

Member, The Federalist Society – Indianapolis Lawyers Division Chapter

Member, Indiana State Bar Association

Member, Indianapolis Bar Association

**Honors**

The Indiana Lawyer, Leadership in Law Up and Coming Lawyer, 2023

The Best Lawyers in America, Ones to Watch, 2022-2024

Indiana Super Lawyers Rising Star, 2023-2024