



David Hooper provides experienced and practical advice to help clients grow and achieve success. Whether assisting public companies, financial institutions, closely held entities, fund sponsors, or individuals, David offers sophisticated guidance in a responsive and collaborative manner on securities, mergers and acquisitions, capital markets, and corporate law matters.

David is the chair of the firm's Securities and Capital Markets Practice Group and concentrates his practice in the areas of securities offerings and regulatory and advisory matters, mergers and acquisitions, financial institutions, corporate governance, investment management, and private investment funds.

A trusted adviser, David regularly counsels clients on a variety of securities regulatory matters, public and private securities offerings, M&A, bank regulatory matters, broker-dealer and investment adviser registration and regulation, corporate governance matters, commodities, swaps, and derivatives regulation, private investment fund formations and regulatory compliance, and a number of other general corporate matters.

Securities and Capital Markets

David regularly advises clients on a variety of securities law compliance, disclosure, regulatory, and capital raising matters, including:

- Registered and exempt equity and debt securities offerings
- Advising clients in connection with the preparation of periodic and current reports (10-Ks, 10-Qs, and 8-Ks), proxy statements, beneficial ownership and reporting disclosures, and other disclosure documents filed with the SEC
- Advising clients in connection with regulated proxy solicitations,

David P. Hooper

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EDUCATION

George Washington University, (B.A.), magna cum laude, Phi Beta Kappa, 1997, National Society of Collegiate Scholars

Valparaiso University Law School, (J.D.), magna cum laude, 2001, associate editor of Valparaiso Law Review

BAR ADMISSIONS

District of Columbia

Illinois

Indiana

COURT ADMISSIONS

District of Columbia Court of Appeals

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

LANGUAGES

English

PRACTICES

Corporate

Emerging Companies and Venture Capital

Environmental, Social and Governance

Mergers and Acquisitions and Private Equity

Private Funds and Asset Management

Securities and Capital Markets

Structured Finance

tender offers, rights offerings, and going private transactions

- Representing clients in designing and implementing stock exchange and SEC-compliant corporate governance policies, practices, and procedure
- Advising clients on CFTC regulatory matters
- Advising public company boards of directors with respect to fiduciary duties in change-of-control, corporate governance, and other contexts
- Advising clients regarding stock trading inquiries by FINRA, the SEC, and other regulators

Mergers and Acquisitions

David regularly advises both public and private companies on M&A transactions in a variety of industries, including banking and financial institutions, broker-dealers, investment advisers, and other financial services, manufacturing, consumer retail and apparel, engineering, and software and technology.

Banking and Financial Institutions

David regularly represents banks, thrifts, bank holding companies, financial holding companies, and savings and loan holding companies in mergers and acquisitions (on both the buy and sell side), asset sales, securities offering and regulatory matters, and state and federal bank regulatory and compliance matters.

Investment Advisers and Broker-Dealers

An integral part of David's practice involves advising clients on a wide-range of investment adviser and broker-dealer registration and regulatory issues. This includes advising clients on federal and state registration and compliance issues; FINRA membership matters; commodity trading advisor and commodity pool operator regulation; change in control issues and mergers and acquisitions involving investment adviser and broker-dealer firms; broker-dealer and investment adviser compensation arrangements; developing and refining supervisory procedures and compliance programs for broker-dealer and investment advisory firms; and advising issuers and financial market participants with respect to finders and business-broker relationships.

Private Investment Funds

David regularly represents private investment funds and fund sponsors in structuring, negotiating, and forming private equity, venture capital, real estate, and hedge funds, as well as commodity pools. David advises clients regarding the planning and structuring of pooled investment vehicles, regulatory compliance, and related registration matters. He assists fund sponsors in preparing all the documentation necessary for a fund formation, including the offering memorandum, limited partnership agreement and/or operating agreement, subscription documents, investment advisory agreement, custodial and prime brokerage agreements, administrator agreement, and other back-office agreements.

INDUSTRIES

Bank/Thrift/Credit Union Regulatory Practice

Banking and Financial Institutions - Securities

Broker-Dealer and Investment Advisor Regulation

Corporate Governance and Sarbanes-Oxley

Financial Services

Financing

Mergers and Acquisitions - Financial Services

Treasury Management

David also advises clients on new laws, events, and regulations affecting the private fund industry.

Professional and Community Involvement

Chairman, Make-A-Wish Foundation of Ohio, Kentucky and Indiana, Indiana Region Advisory Board

Barnes & Thornburg Firm Liaison, National Association of Women Business Owners (NAWBO)

Former chairman, Indianapolis Bar Association Business Law Section Executive Committee

Honors

Indiana Super Lawyers Rising Star, 2009, 2013-2015

The Best Lawyers in America, 2022-2024