W. Randy Eaddy

Retired Partner

1001 West Fourth Street, Winston-Salem, NC USA 27101
t 336.607.7444 | f 336.734.2665
1100 Peachtree Street NE
Suite 2800, Atlanta, GA USA 30309
t 404.815.6587 | f 404.541.3186
readdy@ktslaw.com



Services

Business & Finance

Corporate Governance

Joint Ventures & Strategic Alliances

Mergers & Acquisitions

Securities

Randy Eaddy focuses his practice on securities and capital formation transactions, disclosure compliance, mergers and acquisitions, strategic business alliances and corporate governance advice in complex situations. Mr. Eaddy also works frequently with the Investment Management Team on complex governance and mergers & acquistions matters. More generally, Mr. Eaddy is a counselor and advisor to executives and directors on myriad legal-related and other strategic decisions for managing their business to produce value for internal and external constituencies. Mr. Eaddy was a partner in the firm for over 20 years, until he went on flex-time to serve as General Counsel and Corporate Secretary of publicly held Unifi, Inc. (NYSE: UFI), a multinational textile manufacturer.

Mr. Eaddy has been lead counsel in over 250 financing and M&A transactions. He regularly represented companies in registered public offerings of equity (both IPOs and secondary transactions) and debt securities, venture capital and other private financings, proxy solicitations and contests, and disclosure and overall securities regulatory compliance. He has represented numerous managements, boards of directors, and special committees in varied complex and sensitive corporate governance situations. He is also counselor and advisor to select music and film industry participants.

Among the numerous awards and honors reflecting his broad range of interests and contributions, Mr. Eaddy received the 1999 Presidential Award from the Association of Social and Behavioral Scientists for services and contributions to the African-American community as an attorney, legal scholar and civic leader; the 2005 Team Hope Award from the Huntington's Disease Society of America for Corporate Management and Diversity Leadership; and the 2007 award for mentoring at the Winston-Salem Urban League 10th Annual Black Achievers in Business and Industry Awards. In 2010, he was inducted into Furman University's Political Science Hall of Fame.

Mr. Eaddy has been recognized for over 20 years in *The Best Lawyers in America*® for Corporate Governance and Compliance Law, Corporate Law and Securities Law. He was named a 2013 "Greensboro Lawyer of the Year" in the area of Securities Regulation Law by *The Best Lawyers in America*®. He has been recognized as a Georgia "Super Lawyer" in the areas of Mergers & Acquisitions and Business/Corporate Law in 2009, and in Securities & Corporate Finance each year from 2009 through 2013, by *Super Lawyers* magazine. Following the relocation of his primary office location to Winston-Salem, Mr. Eaddy has been recognized as a North Carolina “Super Lawyer” in the area of Securities & Corporate Finance for each year from 2012 to 2017 by *Super Lawyers* magazine. He has been selected as a 2013 “Legal Elite” by *Business North Carolina* magazine for Business Law. Mr. Eaddy is listed in the 2013, 2014 and 2015 editions of *Chambers USA: America’s Leading Lawyers for Business* in the area of Corporate/Mergers & Acquisitions. He is AV® rated by Martindale-Hubbell.*

* CV, BV, and AV are registered certification marks of Reed Elsevier Properties Inc., used in accordance with the Martindale-Hubbell certification procedure's standards and policies.

Experience

Advised the Association of Corporate Counsel, the world's largest in-house bar association, on cutting-edge corporate governance and compliance issues.

Represented JWGenesis Financial Corp., a publicly held investment banking and brokerage company, in its $100 million acquisition by First Union Corporation and a related special dividend to stockholders.

Representing the Retiree Benefits Plan of a publicly held steel manufacturer in a secondary offering in connection with the implementation of an investment assets strategic diversification plan.

Represented Schaller Equity Partners, a private investment partnership, and a coalition of insurgent shareholders formed by it, in a successful proxy contest against Cardinal Bankshares Corporation (Nasdaq: CDBK), the publicly-held holding company of the Bank of Floyd, to elect several new members to Cardinal’s Board of Directors and to unseat Cardinal’s entrenched Chairman and CEO.

Represented Industrial Distribution Group Inc., a publicly held distributor of industrial supplies, in its acquisition by Eiger Holdco, LLC, an affiliate of Luther King Capital Management, an investment management and private equity company, following a strategic alternatives review process and public auction.

Represented Interface Inc., a worldwide leader in the design, production and sales of modular carpet, in its approximately $300 million public debt refinancing transaction. The multifaceted transaction included a tender offer for two series of outstanding public notes, in tandem with a Rule 144A offering of new notes on more favorable terms, and a subsequent registered exchange offer for the new notes to permit their free tradability.

Represented a major apparel manufacturer in connection with its joint venture with an Israeli yarn manufacturer, for a long-term supply arrangement.

Represented Carpenter Technology Corporation, a NYSE-listed specialty metals manufacturing company, for varied corporate governance and securities law compliance matters.

Represented Industrial Distribution Group, Inc., a publicly-held distributor of industrial supplies, in its multi-year serial acquisitions program that involved over 15 acquisitions.

Represented principal founding company and sponsor of the roll-up/combination of nine private companies and simultaneous initial public offering and NYSE listing.

Represented The Atlanta Housing Authority in the development of a compliance and training program, and provided ongoing advice, with respect to conflict of interests and ethics requirements of the U.S. Department of Housing and Urban Development and state and local governments and with respect to corporate governance matters.

Represented a publicly-held investment banking and brokerage company in its disposition and sale of a major operating division to a private group led by certain members of its management team.

Represented publicly-held investment banking and brokerage company in its acquisition of a substantial closely-held limited liability company, involving a proxy solicitation and SEC re-registration.

Represented Interface Inc. in connection with several other offerings of debt securities, each of which involved a Rule 144A initial offering and a subsequent registered exchange offering, including the following separate transactions:

- $135 million 9.5% senior subordinated notes
- $175 million of 10.375% senior notes
- $150 million 7.3% senior notes

Represented ISP Sports in its acquisition by IMG Worldwide Holdings to form IMG College, an approximately $500 million business unit, as the leading college sports media rights company in the country.

Outside general counsel to a privately-held motion pictures and feature films production company.

Education

Harvard University J.D. (1979) *Harvard Law Review*, Editor (1978-1979)

Furman University B.A. (1976) *summa cum laude*

Admissions

North Carolina (2009)

Georgia (1985)

Massachusetts (1980)

Professional & Community Activities

Furman University, Board of Trustees and Executive Committee

Winston-Salem State University Foundation, Board of Directors

Festival Stage of Winston-Salem, Board of Trustees and Founding Chair

North Carolina Shakespeare Festival, Board of Directors and Executive Committee

Reynolda House Museum of American Art, Board of Trustees and Executive Committee

Arts Council of Winston-Salem, Board of Directors

Crosby Scholars Community Partnership, Board of Directors and Executive Committee

Metropolitan Atlanta United Way, Board of Directors and Executive Committee

Atlanta Board of Education, Special Advisor to the President

American Bar Association, Commission on Racial and Ethnic Diversity in the Profession, Member (2002-2005)

Insights

Perspectives

KTalks | Randy Eaddy - Part 2

July 16, 2019

Perspectives

KTalks | Randy Eaddy

July 3, 2019

Publication

A Case for Eliminating Quarterly Periodic Reporting: Addressing the Malady of Short-Termism in U.S. Markets with Real Medicine

May 8, 2019

News

Record-Breaking Recognition for Kilpatrick Townsend in The Best Lawyers in America® 2019

August 20, 2018

News

Kilpatrick Townsend Serves as Underwriters' Counsel in United Community Banks, Inc.'s Upsizing and Pricing of Subordinated Notes Offering

January 10, 2018