



## Benjamin A. McCall

### Partner

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Ben McCall focuses his practice on mergers and acquisitions, securities offerings, SEC compliance and periodic reporting, corporate governance, stock exchange listing requirements and general corporate and regulatory matters. He works primarily with financial institutions, both public and private, including community banks, bank holding companies, savings institutions, credit unions, investment banks and broker-dealers.

Ben represents buyers and sellers in multi-million dollar public and private mergers and acquisitions, asset purchase transactions and branch acquisitions. In addition, Ben frequently represents issuers and underwriters in initial and secondary public offerings, as well as in private placements of debt and equity securities.

He frequently helps C-suite executives and boards of directors manage their corporate and fiduciary duties, including matters related to shareholder relations, proxy matters, conflicts of interest, independence, good faith and due care. Ben also helps publicly held financial institutions maintain compliance with the Sarbanes-Oxley Act, the Securities Exchange Act of 1934 and other federal, state and Securities and Exchange Commission (SEC) regulations.

Ben earned his Juris Doctor degree from the University of North Carolina, and he earned a Bachelor of Science degree, *magna cum laude*, from Virginia Tech.

## Practice Areas

- Community Banks
- Banking & Financial Services

- Corporate
- Mergers & Acquisitions
- Virginia Business & Corporate Law
- Private Equity and Venture Capital
- Outside General Counsel

## Experience

### Recent Mergers and Acquisitions Experience

- Seller's counsel in sale of a bank holding company valued at \$912 million (2017 anticipated closing)
- Counsel in merger of equals transaction between bank holding companies valued at \$30 million (2017 anticipated closing)
- Buyer's counsel in acquisition of bank holding company valued at \$12 million (2016)
- Buyer's counsel in acquisition of bank holding company valued at \$221 million (2016)
- Seller's counsel in sale of a bank holding company valued at \$87 million (2016)
- Bank's counsel in bank holding company reorganization (2015)
- Buyer's counsel in acquisition of bank holding company valued at \$240 million (2015)
- Buyer's counsel in acquisition of bank holding company valued at \$24 million (2015)
- Buyer's counsel in acquisition of branch office with \$59 million in deposits (2014)
- Buyer's counsel in acquisition of branch office with \$21 million in deposits (2014)
- Buyer's counsel in acquisition of bank holding company valued at \$445 million (2014)
- Numerous other public and private mergers, asset purchase transactions and branch acquisitions

### Recent Capital Markets Experience

- Issuer's counsel in a private placement of \$5.7 million of fixed-to-floating rate subordinated notes by community bank (2018)
- Placement agent's counsel in private placement of \$22 million of common stock by bank holding company (2016)
- Placement agent's counsel in private placement of \$25 million of subordinated debt by bank holding company (2016)
- Issuer's counsel in private placement of \$3.5 million of subordinated debt by bank holding company (2016)
- Issuer's counsel in private placement of \$10 million of subordinated debt by bank holding company (2016)
- Issuer's counsel in public offering of \$15 million of common stock by bank holding company (2015)
- Placement agent's counsel in private placement of \$10 million of Series A preferred stock by bank holding company (2014)

- Placement agent's counsel in private placement of \$15 million of Series A preferred stock by bank holding company (2014)
- Underwriter's counsel in an initial public offering of \$29 million of units by reinsurance company (2014)
- Underwriter's counsel in public offering of \$13 million of common stock by bank holding company (2014)
- Numerous other public and private offerings of equity and debt securities

## **Education**

- University of North Carolina (J.D.)
- Virginia Tech (B.S.)