



## John F. Sandy Smith

“Sandy”

### *Profile*

Sandy Smith is a Member in Womble Carlyle’s Corporate and Securities Practice Group, leading teams of specialists to help clients plan and efficiently achieve their business objectives. As a “deal attorney,” Sandy has a diverse national practice managing, negotiating, and completing corporate and financial transactions for both private and public businesses in various industries, including technology, manufacturing and distribution, healthcare, staffing, retail and service, hospitality and restaurant, venture/investment and holding companies.

Sandy provides proactive and full-service capabilities for unique business plans and goals. Specific experience includes the following:

- Business planning, strategy and execution
- Sales and acquisitions
- Mergers, stock purchases and stock swaps
- Recapitalizations and distributions
- Public and private debt financing
- Board advice and corporate governance
- Public offerings and follow-on transactions
- Prospectuses, offering memoranda and proxy statements
- Venture, investment and holding company formation, investments and regulation
- Spin-offs and roll-ups
- Transnational transactions
- Going private transactions
- Workouts and reorganizations
- Employment agreements (including golden parachute agreements), severance plans, stock option plans and other incentive plans
- Investment advisor and company formation and regulation
- Money management and broker-dealer requirements
- Corporate

### *Areas of Practice*

*Corporate /  
Mergers &  
Acquisitions/  
Securities/  
Workouts,  
Reorganizations &  
Divestitures/  
Business Planning/  
Director’s & Officer’s  
Fiduciary Duties and  
Liability/  
Corporate Governance/  
Venture Investments/  
Holding Companies/  
International*

### *Contact Information*

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Sandy has extensive experience in an advisory role for boards of directors regarding corporate governance, independent director duties and the fiduciary duties of directors and management.

Sandy is committed to community service. He serves on the Board of Trustees of Stanford University, Odyssey, the Paideia School, The National Kidney Foundation of Georgia, Prevent Blindness Georgia and The Rabun Gap Nacoochee School. Sandy also serves on the Board of Councilors of The Carter Center. Sandy is a member of the MBA Advisory Board and has served as lecturer and executive in residence at The Amos Tuck School at Dartmouth College and the Goizueta

Business School at Emory University. He also served on the Presidents' Counsel of the Woodruff Arts Center, Alumni Board of Governors at The Westminster Schools, and Leadership Atlanta.

Sandy is married to Maria Susana Gancedo. They have four children and live in Ansley Park. Most of their time is dedicated to their children. They like to travel particularly to South America, which is where Maria grew up and Sandy's business takes him on occasion. Sandy's personal interests include golf, music, fly fishing, architecture and the outdoors.

### ***Professional Activities***

Bar Associations: State Bar of Georgia; American Bar Association.

Admitted to bar 1984, Georgia.

### ***Education***

B.A., 1978, Religious Studies and English with Honors in Humanities, Stanford University; M.B.A., 1981, The Amos Tuck School of Business Administration, Dartmouth College; J.D., 1984, Duke University.

### ***Honors and Affiliations***

- Chambers USA: America's Leading Lawyers for Business – Listed as a top lawyer in Corporate M&A, 2009 and 2010.
- Board of Trustees, Stanford University
- Advisory Board, Stanford Institute for Economic Policy and Research (SIEPR)
- Board of Councilors, The Carter Center
- Member, Leadership Atlanta
- Founding Associate, The Martin Luther King Jr. Papers Project
- Board of Directors, MBA Advisory Board, The Amos Tuck School, Dartmouth College
- Board of Trustees, Columbia Seminary
- Board of Directors, Founder and Chair, The Collaborative Education Partnership
- Board of Directors and Vice President, The National Kidney Foundation of Georgia
- Board of Trustees, The Rabun Gap Nacoochee School
- Board of Directors and Chair, Prevent Blindness Georgia
- Board of Trustees and Treasurer, The Paideia School
- Board of Governors and President, Stanford Associates
- Alumni Board of Governors, The Westminster Schools
- Presidents' Counsel, The Woodruff Arts Center
- Emerging Technology Counsel, The Woodruff Arts Center
- International Council of Shopping Centers, National Legal Council

*Professional Speaking and Lecturing*

- Lecturer on Fiduciary Duties of Directors and Management, The Amos Tuck School, Dartmouth College
- Lecturer on Mergers and Acquisitions, The Goizueta Business School, Emory University
- Speaker on IPO Preparation and Mergers and Acquisitions, The Financial Executive Institute
- Executive in Residence, The Amos Tuck School, Dartmouth College
- SEC Directors College, Stanford University

*Articles*

- Author, “Daily Income Fund, Inc. v. Fox – No Demand Requirement for Section 36(b) Advisory Suits Gives Rise to Potential Abuses,” 12 The Securities Regulation Law Journal 299, 1985.
- Author, “The Public Trust Doctrine and National Audubon Society v. Superior Court: A Hard Case Makes Bad Law, or the Consistent Evolution of California Water Rights,” 6 Glendale Law Review 201, 1984.

*Language*

Fluent in Spanish. Conversant in Portuguese and Italian.