

Russell E. Ryba

Partner

rryba@foley.com

Milwaukee

414.297.5668



Russ Ryba practices in the areas of public offerings and private placements of equity, debt, and hybrid securities, including as company counsel in multiple initial public offerings; mergers, acquisitions, and divestitures; the transactional representation of Special Committees; public company compliance with federal and state securities laws and reporting requirements; corporate governance; going private transactions; and general business counseling. Russ has been with the firm since graduating from Duke law in 1989 and is a partner in the Transactions and Capital Markets Practices. He previously served as co-chair of the firm's Senior Living Team.

Russ's practice crosses a broad range of companies and industries, including manufacturing and distribution companies, retailers, insurance companies, service companies, printing and marketing solutions companies, public utilities and public utility holding companies, media companies, newspaper companies, and skilled nursing and assisted living companies. His clients range from large publicly held corporations to mid- and small-cap companies.

In his 30 years of practice, Russ has represented buyers, sellers, and investors in over 175 domestic and international business combination transactions aggregating over US\$40 billion in total consideration, including multiple tender offers. Russ also has represented issuers in over 50 public securities offerings or private placements raising more than US\$12 billion.

He currently represents three publicly traded companies, which he took public: Mayville Engineering Company, Inc., a leading U.S.-based value-added manufacturing provider; Quad/Graphics, Inc., a worldwide marketing solutions provider of print and related services; and National Research Corporation, a leading provider of performance measurement and improvement services, health care analytics, and governance education to the health care industry.

He also represents several other publicly-traded companies, including Ulta Beauty, Inc., Kontoor Brands, Inc., and The Manitowoc Company, Inc. Russell formerly represented, among other companies, Journal

Communications, Inc., which he took public, prior to their merger with The E.W. Scripps Company; Journal Media Group, Inc., which he took public, prior to their sale to Gannett; Integrys Energy Group, Inc., a public utility holding company, and its public utility subsidiaries, Wisconsin Public Service Corp., Peoples Gas and North Shore Gas, prior to their sale to WEC Energy Group; and Extendicare Health Services, Inc., a long-term care provider in the United States.

Representative Experience

- Represented Mayville Engineering Company in its initial public offering and listing on the NYSE.
- Represented TypTap Insurance Group, a subsidiary of HCI Group (NYSE: HCI), in its intended initial public offering.
- Represented Quad/Graphics in its acquisition of World Color Press Inc. (its “initial public offering” and resulting listing on the NYSE), and other acquisitions of publicly traded printing companies.
- Represented National Research Corporation, a Nasdaq Global Select Market listed company, in its initial public offering, eleven acquisitions, and its 2013 and 2018 recapitalizations.
- Represented Ulta Beauty, Inc. in its holding company formation.
- Represented Journal Media Group in its US\$300m acquisition by Gannett.
- Represented Integrys Energy Group in the US\$9.1bn acquisition of Integrys by Wisconsin Energy.
- Represented the Special Committee of the Board of Directors of Assisted Living Concepts, Inc., a NYSE listed company, in a potential sale via an auction.
- Represented Journal Communications, Inc. in the US\$2.2bn combination with The E.W. Scripps Company, pursuant to which each company spun-off their respective newspaper businesses into a new public company called Journal Media Group, and then merged to form a pure broadcast (TV and radio) public company.
- Represented Quad/Graphics in its issuance, in a private placement, of US\$300m of its 7% senior notes due 2022, followed by a registered exchange offer.
- Represented Extendicare, Inc. in its US\$875m divestiture of its U.S. senior nursing operations.
- Represented Extendicare Health Services, Inc. in its US\$278m acquisition of Assisted Living Concepts, Inc., a publicly traded company.
- Represented Extendicare Health Services, Inc. in its stock acquisition of Tendercare (Michigan) Inc. from its four corporate shareholders and one individual shareholder for US\$240m. Following the acquisition, an affiliate of Extendicare purchased the captive insurance company affiliate of seller for its net worth.
- Represented Extendicare Health Services in its asset purchases of multiple skilled nursing facilities.
- Represented Regal-Beloit Corporation in a US\$212m common stock offering.
- Represented Wisconsin Public Service Corporation in over US\$1.9bn of offerings of its senior notes.
- Represented Regal Beloit Corporation in its US\$875m acquisition of the Electrical Products Company (motors business) of A.O. Smith Corporation.

Awards and Recognition

- Recognized by *The Legal 500* for his work in the area of mergers and acquisitions (2015) and health care – service providers (2014)
- Included in the 1991 edition of *Who's Who Among Rising Young Americans*
- Included in the 1996 and 1995 editions of *International Who's Who of Professionals*
- Listed in the 2006 and 2007 editions of *Chambers USA: America's Leading Lawyers for Business*

Affiliations

- American Bar Association
 - Business Law Section
- State Bar of Wisconsin
 - Business Law Section
- Milwaukee Bar Association
 - Business Law Section

Community Involvement

Russell previously served on the board of directors of the Milwaukee Animal Rescue Center and the Bay View Community Center of Milwaukee, Inc. (a nonprofit agency designed to develop the individual, provide support, and strengthen families). He also was a longtime member of the Dean's Advisory Council and the Alumni Admissions Program at Duke University School of Law, as well as a member of DukeSource, a career advisory panel for undergraduates at Duke University.

Presentations and Publications

Russell has been a frequent author on securities law, corporate governance, and takeover defense matters.

Practice Areas

- [Capital Markets & Public Company Advisory](#)
- [Corporate](#)
- [Mergers & Acquisitions](#)
- [Transactions](#)

Education

- Duke University School of Law (J.D., high honors, 1989)
- Northeast Missouri State University, n/k/a Truman State University, (B.S., magna cum laude)
 - Business Administration/Personnel Management

Admissions

- Wisconsin