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WILL D. PUGH

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Combining a pragmatic approach with extensive legal knowledge, Will Pugh provides tailored representation to businesses on a wide range of matters. He has substantial experience assisting clients with complex commercial real estate transactions, mergers and acquisitions, and corporate governance, operational, and transactional issues.

In his real estate practice, Will has represented buyers, sellers, and investors in acquisitions, dispositions, financing, development, and other commercial property transactions, playing an instrumental role in closing deals that range in value from \$500,000 to more than \$50,000,000. He has worked extensively on commercial leasing matters, representing landlords and tenants in drafting and negotiating leases for office, retail, and industrial properties, as well as representing landlords in lease disputes and litigation.

Businesses, from start-ups to well-established companies, turn to Will for his counsel and assistance on the full range of legal issues and challenges they face, including drafting form agreements, restrictive covenants and non-competes, supply agreements, and confidentiality agreements. He works with entrepreneurs and early-stage companies on business formation and capitalization, including the drafting and negotiation of formation documents, operating agreements, subscription agreements, employee stock options, and stock appreciation rights plans.

A seasoned transactional lawyer, Will represents strategic buyers, private equity companies, and sellers in mergers, acquisitions, joint ventures, and other strategic partnerships in a broad spectrum of industries, including eCommerce, food distribution, manufacturing, commercial printing, business services, healthcare, insurance, and non-profits. The deals he has helped close range in value from \$500,000 to \$300,000,000.

Will also works with developers and licensees in connection with software development and license agreements in various industries such as eCommerce, construction, logistics, healthcare, and general software development.

A summa cum laude graduate of Wheaton College in Chicago, Will earned his law degree from Vanderbilt University Law School, where he received the Robert F. Jackson Memorial Prize for having the highest GPA in his class after two years of law school and was a member of the Order of the Coif.

Before attending law school, Will served as the Director of Strategy for atlasRFIDstore.com, an eCommerce start-up located in Birmingham, Alabama. During his tenure, the company grew from a small start-up into a thriving business with more than 20 employees.

After law school, Will clerked for the Honorable Vice Chancellor Joseph R. Slight III on the Delaware Court of Chancery, where he regularly worked on litigation matters involving some of the country's largest companies. Will leverages this experience to provide guidance on directors' and officers' fiduciary duties, and he consults on litigation matters involving fiduciary duty issues, including book and records demands.

Education

- Vanderbilt University Law School 2019
- B.A. (summa cum laude) Wheaton College (IL) 2014

Bar Admissions

- Tennessee

Practice Areas

- Business & Commercial Litigation
- Business Formation
- Business Operations & Governance
- Business Transactions
- Construction Law
- Corporate
- Litigation & Dispute Resolution

Honors

- Best Lawyers in America “One to Watch” 2023-Present (Commercial Litigation and Corporate Law)
- William Pugh, *Getting What You Bargained for: Avoiding Legal Uncertainty in Survival Clauses for a Seller’s Representations and Warranties in M&A Purchase Agreements*, 12 J. BUS. ENTREPRENEURSHIP & L. 1 (2019)
- William Pugh, *Why Not Appoint an Algorithm to Your Corporate Board*, SLATE (Mar. 24, 2019)
- Robert S. Reder & William Pugh, *Delaware Supreme Court Bars Buyer From Using Narrowly “Cabined” Working Capital Adjustment*, 72 VAND. L. REV. EN BANC 19 (2018)
- *Order of the Coif*