



Shant H. Chalian

Counsel

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Overview

Shant Chalian represents private equity investors and emerging growth companies in formation, debt and equity financings, mergers and acquisitions, strategic joint ventures, international transactions, and general corporate matters. He assists sponsors with the formation and capitalization of private equity and hedge funds of varying sizes and strategies, including buyout funds, mezzanine funds, real estate funds, and venture capital funds. Shant helps prepare offering materials and drafts and negotiates partnership and subscription agreements, management agreements, and side letters. He also advises sponsors on compliance issues, including with respect to the registration of investment advisors and other ongoing operations issues that arise under the Investment Advisors Act of 1940. Shant has represented multiple prominent sponsors in connection with the formation of funds, some with LP commitments in excess of \$1 billion.

Shant works with financial and strategic buyers and sellers on mergers and acquisitions and other corporate transactions, including leveraged buyouts, recapitalizations, spin-offs and cross-border transactions. He drafts and negotiates acquisition agreements, senior and mezzanine debt agreements, and equity financing agreements for these transactions. He has guided clients through transactions, most exceeding \$100 million in transaction value.

Shant assists private equity and venture capital groups and smaller private and start-up companies with seed, venture and other early-to-late stage financings. He drafts and negotiates purchase agreements, shareholders agreements, investor rights agreements, employment agreements, charter documents and option plans.

Shant represents issuers, underwriters, and selling shareholders with public and private offerings of securities. He works with private and public companies on general corporate matters, including corporate governance matters and U.S. Securities and Exchange Commission (SEC) reporting and disclosure obligations. Shant handled the sale of a \$440 million portfolio of securities to one of the largest asset managers in the world.

Experience

Represented a major metro pension system in connection with a multi-million dollar investment in a multi-billion dollar private real estate fund focused on acquiring a diversified portfolio of real estate assets focused on industrial

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and multifamily sectors as well as specialty sectors in manufactured housing, convenience and gas, car wash, student housing and self-storage

Represented a major metro pension system in connection with a multi-million dollar investment in a multi-billion dollar private real estate fund focused on acquiring, operating and disposing of industrial real estate properties located in certain U.S. target markets

Represented Connecticut- and Pennsylvania-based healthcare consulting companies in the execution of a strategic and equal combination to form a combined company and the subsequent investment by a healthcare private equity firm

Represented a Colorado-based owner and operator of a network of specialty hydroponic gardening retail stores in connection with its \$150 million follow-on public offering of shares of common stock

Represented sponsor in connection with the formation of an open-ended hedge fund, including parallel offshore vehicles, focused on investments in CLOs

Represented Greenwich-based advisory firm in connection with its fund and internal governance agreements

Represented middle market-focused investment firm in connection with secondary sales of interests in its portfolio companies

Represented the owner and operator of luxury men's and women's clothing stores in connection with its acquisition with a Pacific Northwest fine clothing retailer

Represented one of the world's largest specialist wireless distributors and a provider of diversified wireless services in connection with its acquisition of a distributor of wireless accessories, and an investment in a specialist in aggregation, remanufacture and distribution of mobile devices

Represented an affiliate of an American prepaid wireless service provider in connection with the \$20 million sale of certain cell towers and related FCC licenses to one of the largest offshore high capacity communication networks in the world

Represented a Boston-based private equity firm in connection with an equity investment and recapitalization of a company in the food processing and co-packaging industry

Represented a leader in industrial inkjet technology in acquisition of a leading provider of product printing equipment in North America

Represented a special committee of a leader in local, multi-platform news and information in connection with corporate governance matters

Represented a wholesale distributor of prescription drugs, proprietary drugs, and toiletries in connection with its sale to an employee-owned independent supply chain services company

Represented a Stamford-based private real estate investment firm in connections with certain equity investments

Represented a Connecticut-based development and luxury home building company in connection with its real estate investment and joint venture agreements

Represented a classic American lifestyle and clothing brand in connection with SEC filings and general corporate governance matters

Represented a diversified national asset management firm and affiliated funds and Stamford-based financial institution and related funds in connection with Connecticut legal matters related to the sale of state tax credits

Represented an Ontario-based investment management company in connection with the formation of its first buyout fund

Represented a middle-market private equity firm in connection with acquisitions and dispositions and the formation of its first buyout fund

Represented a small business private equity firm in connection with the formation of its second hedge fund

Represented a Stamford-based private equity firm in connection with the acquisition of a leading gardening and outdoor products supplier

Represented a leading gardening and outdoor products supplier in connection with the acquisitions of a leading seed supplier and a seed packaging company

Represented a Canadian multinational banking and financial services corporation and a global leader in financial services in connection with their venture investments

Education and Credentials

Education

New York University School of Law, LL.M., Corporate Law

St. John's University School of Law, J.D., *magna cum laude*; *St. John's Law Review*, Editor

New York University, B.A., Economics

Admissions

State of New York

State of Connecticut

Affiliations

Business Council of Fairfield County

Connecticut Hedge Fund Association

Insights

Navigating the SEC's New Private Fund Rules: Challenges Ahead for Sponsors and Advisers

September 26, 2023

News

Day Pitney Institutional Investor Team Represents a State Investment Division in \$200 Million Investment in a Private Equity Fund

November 21, 2023

Day Pitney Institutional Investor Team Represents a State Pension Fund in \$150 Million Investment into a Private Equity Fund

June 12, 2023

Day Pitney Institutional Investor Team Represents a State Pension Fund in \$1 Billion Investment in Fund of One

June 8, 2023

Day Pitney Public Pensions Team Represents a State Pension Fund in \$500 million Investment in Fund of One

February 6, 2023

Day Pitney Represents Major Metro Pension System in Industrial and Multifamily Investment

November 2022

Day Pitney Represents Major Metro Pension System in Industrial Real Estate Fund Investment

April 22, 2022

Law360 Pulse Q&A With Shant Chalian

December 10, 2021

Day Pitney Boosts Investment Management and Private Funds Practice

December 6, 2021

Seventy-Five Day Pitney Lawyers Named to Best Lawyers List for 2013

August 23, 2012

In The Media

Lateral Moves to Big Firms in Stamford Boost Corporate Investment Teams

Connecticut Law Tribune, March 1, 2022

Day Pitney Adds to Investment Management and Private Funds Practice

Private Equity Wire, December 6, 2021

Connecticut Movers: Lateral Pickups at Big Firms - Shant Chalian Joins Day Pitney

Connecticut Law Tribune, December 6, 2021

Day Pitney Taps Ex-Robinson & Cole Group Chair As Counsel

Law360, December 6, 2021

WeWork's Legal Floodgates May Have Just Opened

Fortune Magazine, November 19, 2019

Firms and CCOs Embrace Social Media Despite A Graying Advertising Rule

Regulatory Compliance Watch, July 26, 2018