



Malcolm G. Henderson

Partner, Co-Chair, Debt Finance Practice

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Malcolm Henderson's practice focuses on corporate finance and bank lending.

Malcolm has extensive experience representing lenders and borrowers in secured and unsecured debt financings, including syndicated senior bank credit facilities, first and second lien financings, asset-based (ABL) credit facilities, mezzanine and other subordinated debt financings, debtor-in-possession financings, public and Rule 144A debt offerings, and convertible debt transactions. He routinely handles debt and equity financings for acquisitions and leveraged recapitalizations. He has also advised lessees in sophisticated leveraged equipment lease transactions.

On the corporate side, Malcolm represents buyers and sellers in mergers and in stock and asset acquisitions, and advises private equity and investment fund clients on their investments. He also counsels companies on formation, capitalization and general corporate matters.

Malcolm also advises clients on swaps and other hedging and derivatives transactions.

Before joining Foley Hoag, Malcolm was associated with Winthrop Stimson (now Pillsbury Winthrop Shaw Pittman) in New York City.

BAR ADMISSIONS

- Massachusetts
- New York

REPRESENTATIVE EXPERIENCE

- Represented Sensata Technologies in refinancing and amendments of \$1.45 billion syndicated senior secured revolving credit and term loan facilities
- Represented KVH Industries, Inc. in \$46.5 million senior secured term loan and revolving credit facilities
- Represented AstroNova, Inc. in \$39.2 million senior secured term loan and revolving credit facilities
- Represented CRA International, Inc. in \$125 million syndicated senior secured revolving credit facility

PRACTICES

Debt Finance

Capital Markets

Mergers & Acquisitions

Business Counseling

Private Equity Transactions

Bankruptcy & Restructuring

COVID-19 Task Force

EDUCATION

University of Virginia School of Law, J.D.,
1994

Yale University, B.A., *cum laude*, 1990

LANGUAGES

French

- Represented private equity firm in refinancing of \$100 million senior secured term and revolving credit facilities for portfolio manufacturing company
- Represented Nortek, Inc. in syndicated \$325 million senior secured asset-based credit facility
- Represented private equity firm in senior secured term loan and revolving credit facilities for portfolio grocery chain company
- Represented private equity firm in debt financing for leveraged buyout of public audio products company involving \$85 million term loan and \$40 million asset-based credit facility
- Represented Alere Inc. in \$2.1 billion syndicated senior secured term loan and revolving credit facilities, and \$1.95 billion refinancing of these facilities
- Represented private equity firm in debt financing for leveraged buyout of public manufacturing company, involving \$80 million first lien credit facility, \$20 million second lien credit facility and \$40 million ABL credit facility
- Represented major car manufacturer in \$130 million leveraged lease of railcars
- Represented major defense contractor in syndicated \$590 million senior secured revolver and term loan credit facilities to finance acquisition and provide working capital
- Represented a global consulting company in \$125 million senior credit facility
- Represented Alere Inc. in syndicated \$1.3 billion first lien and second lien senior credit facilities to finance tender offer acquisition of public company and provide working capital
- Represented global media company in \$100 million senior secured revolving credit facility
- Represented Alere Inc. in multiple offerings (both public and Rule 144A) of senior subordinated notes totaling approximately \$1.7 billion
- Represented Alere Inc. in multiple offerings (both public and Rule 144A) of senior notes, totaling approximately \$700 million, including to finance acquisitions
- Represented investment management firm Numeric L.P. in leveraged recapitalization transaction with leading national private equity firm TA Associates, involving \$46.5 million senior syndicated bank credit facility and \$30 million senior subordinated debt and \$81 million junior debentures provided by the private equity firm
- Represented major defense contractor in a Rule 144A offering of \$300 million of convertible senior notes
- Represented private equity firm in \$46 million senior secured credit facilities to finance a going-private acquisition of a public restaurant chain company
- Represented Alere Inc. in a Rule 144A offering of \$150 million of convertible senior subordinated notes
- Represented Brown Brothers Harriman as agent and lead lender in syndicated \$30 million ABL revolver and term loan senior credit facilities
- Represented software company in a \$50 million senior secured revolving credit facility
- Represented Pine Street Capital Partners in various mezzanine debt investments
- Represented Citizens Capital, Inc. (a former subsidiary of RBS Citizens, N.A.) in a variety of mezzanine debt and equity investments, including \$15 million mezzanine debt investment in printing company

- Represented various other SBIC and non-SBIC investment funds in numerous mezzanine debt and equity investments ranging from \$3 million to \$10 million
- Represented Organogenesis, Inc. in Chapter 11 debtor-in-possession financing
- Represented bank in issuance of trust preferred securities to finance acquisition

HONORS & INVOLVEMENT

Honors

- *IFLR1000*, Notable Practitioner (2019)
- Ranked by CHAMBERS USA: AMERICA'S LEADING LAWYERS FOR BUSINESS (BANKING & FINANCE) (2010, 2008)

Involvement

- American Bar Association, Member

PUBLICATIONS

Foley Hoag Alerts and Updates

- MSLP Nonprofit Organization Loan Facilities (September 9, 2020)
- PPP Loan Forgiveness Guidance (August 11, 2020)
- Main Street Lending Facilities under the CARES Act (June 15, 2020)
- Paycheck Protection Program Flexibility Act – Updates to the PPP (June 8, 2020)

SPEAKING ENGAGEMENTS

- New England M&A Forum, "Debt Financing for Acquisitions" (July 2019)
- "Negotiating Credit Agreements," Law School for the CFO, CFO Roundtable (September 2010)
- "Raising Debt in the Current Market" and "Financing Acquisitions with Debt," Panel Presentation on "Raising Capital in Troubled Times," Association of Corporate Counsel, New England (September 2010)