



Jay Knight is partner-in-charge of the Nashville office and co-chair of the Securities and Capital Markets Practice Group. Drawing on his extensive Securities and Exchange Commission (SEC) experience, his practice focuses on securities offerings, mergers and acquisitions, real estate capital markets, structured finance, and the representation of public companies and underwriters.

Working with both issuers and underwriters, Jay has represented clients in connection with initial public offerings (IPOs), follow-on and secondary offerings, at-the-market (ATM) programs, tender offers, SPACs, de-SPACs, and mergers and acquisitions involving companies in a wide range of industries, including healthcare, real estate (REITs), retail, life sciences, defense and restaurant.

He counsels clients on complex disclosure issues related to deal-making and leads them through important compliance, regulatory and capital-raising specifics.

Prior to joining the firm, Jay was a partner with and led the capital markets practice at a Nashville-based firm. Jay returned to private practice in 2012 after serving five years in the SEC Division of Corporation Finance.

While at the SEC, Jay led a team of attorneys, economists and accountants charged with implementing interagency rulemaking. He also reviewed public company filings for federal securities law compliance.

Nationally recognized in the securities bar, Jay currently serves as the chair of the American Bar Association's Federal Regulation of Securities Committee with approximately 2,500 members. He previously served as chair of its Annual Review of Securities Law Subcommittee.

Capital Markets and M&A

Advising companies and underwriters in debt and equity transactions, including IPOs, SPACs and de-SPAC transactions, follow-on offerings,

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EDUCATION

Northern Kentucky University Chase College of Law, (J.D.), 2005, graduated first-in-class, editor-in-chief of Chase Law Review

Eastern Kentucky University, (B.B.A.), 2002

BAR ADMISSIONS

District of Columbia
New York
Tennessee

LANGUAGES

English

PRACTICES

Corporate
Mergers and Acquisitions and Private Equity
Securities and Capital Markets
Structured Finance

INDUSTRIES

Banking and Financial Institutions - Securities
Corporate Governance and Sarbanes-Oxley
Financing

and Rule 144A and institutional private placements as well as in transactional matters, including spinoffs, tender offers, and mergers and acquisitions.

SEC Disclosure and Corporate Governance

Counseling companies on a variety of SEC disclosure, corporate and securities matters, including advising boards of directors and audit committees on public company disclosure and stock exchange listing requirements, the Sarbanes-Oxley Act, and governance.

Structured Finance

Serving as securitization counsel in SEC-registered offerings of commercial mortgage-backed securities (CMBS) and in other structured finance asset classes, as well as serving clients in the implementation of SEC rules related to asset-backed securities, such as Reg AB 2 and risk retention.

Professional and Community Involvement

Chair, American Bar Association Business Law Section's Federal Regulation of Securities Committee

Member, American Bar Association Business Law Section's Securities Registration and Corporate Governance Subcommittee

Member, National Association of Real Estate Investment Trust Government Relations Committee

Member, American Health Law Association

Former chair, American Bar Association Business Law Section's Annual Review of Securities Law Subcommittee

Honors

IFLR1000 Notable Practitioner, Capital Markets and M&A, 2019-2023

Dodd-Frank Implementation Team Law and Policy Award, 2011

Shareholder Proposals Task Force Productivity Improvement Award, 2009