



## Michael A. Refolo

Partner

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### Overview

Mike focuses his practice on business law, including mergers and acquisitions, securities, banking, loan documentation review, legal opinions, and in the drafting and review of business contracts. He represents companies in all stages, from emerging and developing companies to family-owned businesses to publicly held companies, both as general counsel and in specialized transactions. He has clients from a broad spectrum of industries, including banking, e-commerce, energy, entertainment, insurance, dental practices, veterinary practices, manufacturing, software, and wholesale distribution.

Mike's transactional experience involves purchases and sales of companies of all sizes, from asset sales by small businesses to mergers and acquisitions of large highly regulated entities, such as credit unions, bank holding companies and public companies. He also represents businesses with succession planning, including family-owned businesses. Mike regularly represents medical professionals, including dentists and veterinarians, with the purchase and sale of their practices.

Mike has extensive experience in securities law and serves as general counsel to SEC accelerated and SEC smaller reporting companies. He assists public companies with all SEC disclosure obligations (including 10-K, 10-Q and 8-K periodic reports, and proxy statements), capital-based financings and public offerings. He serves as counsel to emerging and established companies with private placements and venture capital transactions. He provides advice regarding resales of restricted stock under Rule 144, and with respect to DTC, OTCBB and NASDAQ.

Mike has assisted financial institutions, including banks, credit unions and

#### Karen Guenette

Legal Support Specialist

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#### Education

Columbus School of Law,  
Catholic University of America  
JD

University of Virginia BA

#### Bar Admissions

Massachusetts

#### Related Services

Business Law

Financing

Mergers and Acquisitions

Securities

#### Related Industries

Technology

bank holding companies with acquisitions, sales, loan purchase agreements, mergers, and in general business contract review.

## Experience

- Represented a majority stockholder of a manufacturing company in a \$55 million stock sale to a major foreign entity
- Represented a public company in a \$75 million merger into another public company, pursuant to an agreement and plan of merger and a tender offer regulated by the SEC
- Represented the purchaser of a controlling interest of a bank holding company, including representation before the Federal Reserve Board
- Prepared start-up documents necessary for an emerging business, including stockholder agreements, operating agreements, buy-sell agreements, stock restriction agreements, and non-disclosure agreements
- Represented a veterinarian with the succession planning and the eventual sale of the veterinary practice
- Represented a family business with respect to succession planning to the family's next generation
- Drafted a software licensing and development agreement, and OEM and remarketing agreements for a software-based technology company
- Advised a medical professional with a partner buy-in, including the financing for the buy-in
- Assisted numerous businesses in obtaining traditional bank financing
- Represent public companies with all SEC filing requirements including proxy statements and related materials

## Affiliations

- American Antiquarian Society, member
- The Venture Forum, former member, Executive Board
- Lawyers' Campaign Against Hunger, former chair

- American Bar Association, Section on Business Law, Federal Regulation of Securities Committee
- Worcester County Bar Association, former co-chair, Commercial/Corporate Law Section
- Boston University School of Law, adjunct professor
- Mechanics Hall, president (2014-2016), executive vice president and secretary (2013-2014), trustee (2008-present)
- Shrewsbury Electric Light and Cable Operations (SELCO), commissioner and vice chair

## Awards & Recognitions

- Included in *The Best Lawyers in America*<sup>®</sup> for Banking and Finance Law, Business Organizations (including LLCs and Partnerships), Corporate Law (2026); recognized in *The Best Lawyers in America*<sup>®</sup> since 2021
- Named the *Best Lawyers*<sup>®</sup> Business Organizations (including LLCs and Partnerships) “Lawyer of the Year” in Worcester (2022, 2024)

## Articles & Speaking Engagements

- “Corporate Governance and Fiduciary Duty In Non-Profit Organizations: A Guide for Trustees and Officers of Private, Not-For-Profit Corporations Organized Under Massachusetts Law,” Elder Services of Worcester (February 17, 2026)
- Massachusetts Secured Transactions under Article 9 of the UCC (Data Trace Publishing Company, Second Edition 2014, supplemented annually) (author)
- “Balancing the Multiple Roles of In-House Counsel,” Massachusetts Bar Association In-House Counsel Conference, January 26, 2023 (panelist)
- “Paycheck Protection Program Loan Forgiveness Application and Guidance,” Mirick O’Connell Client Alert, Business Group Legal Update, May 19, 2020
- “From Start-Up to Public Company – The USA Experience,” Financial University, Moscow, Russia (October 2015) (lecturer)



- “Freezing Out the Minority: Avoiding Disputes among Business Owners Requires Planning Ahead,” *Worcester Business Journal*, March 2007