Charles A. Wry Jr.

Member

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A member of the Firm since 1995, Chip serves as counsel to private companies, and investors in private companies, engaged in a wide range of businesses. With his background in tax, Chip has extensive experience in structuring business organizations, ownership arrangements, and investment and acquisition transactions.

Chip is a member of the Firm's Corporate Practice Group and Tax Department and has served for many years on various Firm committees.

Representative Matters

- Has served as outside counsel to numerous private companies engaged in various product and service businesses (including, for over 30 years, a family-owned group of companies engaged in marine transportation, marine-related construction and repair, marine-related services and real estate development) through their life cycles, from formation through sale. Work has included:
  - Consulting with and advising founders about the form of entity for their new companies;
  - Preparing governing agreements, including stockholders' and limited liability company agreements;
  - Preparing and implementing equity (and "phantom equity") compensation plans;
  - Preparing employment, consulting and related agreements (including restrictive covenant agreements providing for confidentiality, invention assignments, non-solicitation and non-competition);
  - Representing companies in their raising capital by issuing stock, limited liability company interests, convertible notes and SAFEs;
  - Representing companies in borrowings;

Education

New York University School of Law, LL.M. in Taxation

Boston College Law School, J.D.

Cornell University, B.S.

Admissions

Massachusetts Bar
Arizona Bar

Practice Areas

Commercial Debt Financing
Corporate
Mergers & Acquisitions
Private Investment Funds & Advisers
Startups & Emerging Companies
Tax Planning
Venture Capital

Industries

Consumer Goods & Services

- Representing companies in their general business transactions;
- Structuring ownership and management succession arrangements and transactions; and
- Representing companies in acquiring other companies and in being acquired.

- Has represented private equity funds and investors in acquisition and sale transactions. Work has included:
  - Structuring and negotiating acquisition and sale transactions, and preparing acquisition and sale agreements;
  - Structuring and preparing governing agreements of, and representing investors in making and managing investments in, special-purpose vehicles formed to participate in acquisition transactions; and
  - Representing investors and management team members in sale transactions.

- Has represented investors in making, managing and disposing of interests in private investment funds.

FinTech
HealthTech
Medical Devices

Speaking Engagements

Presenter, *Primer on Preparing Massachusetts & Delaware LLC Documents*, MCLE

Presenter, *LLCs Demystified*, MCLE

Chair, *Building Business Organizations: LLCs, LLPs, Limited Partnerships & Corporations*, MCLE

Publications

Entity Choice for the Privately-Held Company Post-OBBBA

Section 83(b) Elections – Navigating Fertile Ground for Bad Results

Quoted: Q&A: Perspectives on Tax Reform

Tax Issues for Startups

C Corporations and Pass-Through Entities Under the New Tax Regime

Quoted: Getting Ahead of Tax Reform

10 Questions to Ask Yourself Before Choosing a Business Structure

Tax Consequences of Issuing Convertible Notes for a Start-Up LLC

Tax Considerations in Buying or Selling a Business

Tax Considerations in Choosing the Form of Organization for a New Business

Tax Aspects of Investor Financings

Stock Options and Restricted Stock

LLC Formation Checklist

Tax Aspects of Buy-Sells