POLSINELLI

# Darren R. Hensley

SENIOR PARTNER

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Darren Hensley has practiced law in the Colorado legal market since 1990, with his practice emphasizing a wide variety of corporate, securities, mergers and acquisitions, financings, and general business law matters and transactions.

Darren has significant experience with both buy-side and sell-side mergers, acquisitions and sales, leveraged buyouts, debt and equity offerings (including venture capital), joint ventures, entity formation, Securities Exchange Act filings, SEC regulatory matters, and general corporate and business matters. He has also published articles and lectured on mergers and acquisitions and transactional legal topics.

*Chambers USA*, the world's leading guide to the legal profession, has included Darren in their rankings for corporate and mergers and acquisitions, most recently in 2024. In interviews with clients and M&A professionals during research for the rankings, remarks made about him include: "Darren is incredibly knowledgeable and is the hardest working attorney I have worked with."

## Capabilities

- Corporate & Transactional
- Mergers, Acquisitions & Divestitures
- Private Equity - Mergers & Acquisitions
- Private Equity
- Public Company M&A, Going Private & Other Transactions
- Securities & Corporate Finance

## Education

- University of Kansas School of Law (J.D.)
    - Order of the Coif
- University of Kansas Graduate School of Business (M.B.A.)
    - Graduate Business Scholar
- Graceland College (B.A., *magna cum laude*)
    - Missouri Western State College

## Bar Admissions

- Colorado
- Missouri

## Court Admissions

- U.S. District Court, District of Colorado

## Memberships

- American Bar Association
    - Business Law Section
- Colorado Bar Association
    - Business Law Section, Executive Council Member
        - M&A Subsection, Chair
    - Business Law Institute Steering Committee, Former Member
- The Denver Bar Association
    - Business Law Section
- The Missouri Bar
    - Business Law Section
- Securities Board of Colorado, 2012-2018
    - Chair, 2017-2018
    - Vice Chair, 2016-2017
- Hope House of Colorado
    - Strategic Planning Committee, Former Member
- Legal Aid Foundation of Colorado
    - Board of Trustees, Former Member
- University of Kansas Alumni Association

## Recognition

- Selected for Inclusion in *ColoradoBiz's* Colorado 500 List, 2025-2026
- Americas M&A Atlas Awards Growth Equity Deal of the Year (middle market), 2024
- Named to *5280 Magazine*'s "Denver's Top Lawyers" list for Corporate Law, 2023-2026
- Selected for inclusion in *Best Lawyers in America*® for:
    - Commercial Litigation, 2026
    - Mergers and Acquisitions Law, 2026
    - Corporate Law, 2013-2026
- Selected by *Law Week* as Barrister's Best in Corporate Law in Colorado, 2022
- Ranked in *Chambers USA: America's Leading Lawyers for Business,* Band 2, Corporate/M&A, Colorado, 2014-2025
- Selected for inclusion in *Colorado Super Lawyers* in the fields of:
    - Mergers & Acquisitions, 2011-2021
    - Business/Corporate Law, 2006, 2010
- Named "Lawyer of the Year" by *Best Lawyers*® for Corporate Law in Denver, 2018
- M&A Advisor M&A Deal of the Year (From $10M to $25M), 2015
- Judicial Law Clerk for the Honorable Russell G. Clark, U.S. District Court for the Western District of Missouri

# Matters

- Membership interest sale of manufacturers of concrete pavers, including an F reorganization, to a financial buyer.
- Partnership interest sale of a mechanical engineering firm, including an F reorganization, to a financial buyer.
- Asset purchase of a sandwich shop franchisor, including company-owned stores, by a family office.

- Asset purchase of a landscaping company franchisee by a closely held company.
- Sale of the assets of a concrete construction company specializing in tilt-up panels, foundations, slab on grade, pre-construction services, and sitework to a leading national concrete contractor.
- Sale of the membership interests of a distributor of 3M automotive and building films to a private equity firm.
- Numerous asset acquisitions of automotive service centers for a private equity backed platform company.
- Asset sale of a construction crane company to a strategic buyer.
- Sale of the assets and real estate of one of the largest industrial contractors in the Rocky Mountain region, a specialty sheet metal fabricator and installer for industrial, commercial and government clients, to a family office.
- Represent management of an automotive products company in connection with the company's stock sale to a portfolio company of a private equity group.
- Minority recapitalization with a family office consisting of divestitures, F reorganization, recapitalization and senior credit facility.
- Sale of membership interests in holding companies of a provider of foundry services and support of ion implantation for the microelectronics industry to a global leader in engineered materials and optoelectronic components.
- Sale of 51% of physician endoscopy practice to an owner and operator of hospitals and related health care entities, structured as a contribution of the assets to a newly formed LLC subsidiary and a subsequent sale of 51% of such LLC.
- Distressed asset acquisition of a division of an oil and gas services company.
- Sale of substantially all of the assets of a technology company in exchange for the cancellation of debt.
- Sale of assets of an investment banking firm to an accounting firm with an investment banking division.
- Membership interest sale of an ecommerce site search and merchandising company to a fund buyer.
- Public company merger sale of an identity theft protection company to an information solutions company.
- Represent management of an owner and franchisor of automotive service centers in connection with the company's stock sale to a private equity firm.
- Leveraged sale of a carpet installation company to a private equity firm.
- Merger acquisition, including senior and subordinated debt and equity financing, of a provider of foundry services and support of ion implantation for the microelectronics industry.
- Corporate and securities aspects of sale of equity interests in a limited partnership owning a commercial office building and the general partner thereof to a real estate holding company.
- Offering of convertible notes followed by an offering of Series A Preferred Stock in a virtual sports training company.
- Secondary market sale of Series E Preferred Stock.
- Membership interest sale of a subsidiary providing warranty and spare parts services for central solar inverters to a private equity fund, including a post-closing line of credit provided to buyer by seller.
- Reorganization from a limited liability company with S corporation election to a C corporation, followed by a convertible bridge note financing, of an online rental home occupancy tax solution company.
- Sale of assets of an employee benefits consultant company to an employee benefits brokerage firm.
- Asset sale of a manufacturer of specialty agricultural harvesting equipment to a custom engineering, design and manufacturing company.
- Acquisition of the membership interests of a warehousing and logistics company.
- Dissolution of a joint venture involving a gravel pit mining operation.

- Asset sale of a railroad technology company to an international company.
- Asset sale of software development and consulting division to a telecommunication numbering administration company.
- Asset sale of a brain health and performance company.