

**Brian M. Heaton****Partner**

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Brian Heaton serves as Chair of the firm's Business, Acquisitions, and Securities Practice Group and is a long-time member of the firm's Health Care Practice Group. His practice is primarily focused on providing general corporate and business law advice and assisting start-up and established business and health care provider organizations, including hospitals, physicians, physician groups (including in the fields of radiology, oncology, orthopedics, podiatry, and general practice), ambulatory surgery centers, long-term care facilities and hospital-physician partnerships, with everyday operations and extraordinary transactions.

Mr. Heaton's practice includes representing both sellers and purchasers in complex transactions involving stock and asset sales, mergers, dissolutions, joint ventures, affiliations, licensing arrangements, and other restructurings. Mr. Heaton's experience also includes structuring transactions to comply with state and federal licensing and certification requirements, corporate practice of medicine restrictions, fraud and abuse concerns, the Anti-Kickback Statute and Stark laws and other regulations unique to the health care industry. Mr. Heaton also frequently serves as external general counsel for his clients and has advised clients as to general corporate governance issues, transfers of ownership, buy-sell agreements, choice of entity decisions, fiduciary duties among owners and management, antitrust and competitive analysis (including assistance with Hart-Scott-Rodino (HSR) pre-notification filings), and other matters.

Mr. Heaton is active in numerous professional organizations, including serving as a member of the American Health Lawyers Association (AHLA), the Indiana chapter of the Association for Corporate Growth (ACG), and as Chair of the Health Law Section of the Indiana State Bar Association (ISBA). He also serves on the Executive Committee of the Business Law Section of the Indianapolis Bar Association.

Mr. Heaton is a graduate of the University of Illinois at Urbana-Champaign and received his law degree and Masters of Business Administration from the Indiana University Robert H. McKinney School of Law and Kelley School of Business.

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PRACTICE AND INDUSTRY TEAMS

- Education and School Law
- K-12 Education
- Business, Acquisitions & Securities
- Hospitals and Health Systems
- Physicians and Physician Groups
- Mergers and Acquisitions
- Mergers and Acquisitions - Health Care
- Health Care
- Privately and Closely-Held Businesses
- Corporate Governance
- In-House Counsel Services
- Long-Term Care Providers
- Stark Act Compliance
- Antitrust and Competition Law
- Nonprofit and Exempt Organizations
- Telehealth and Telemedicine

REPRESENTATIVE EXPERIENCE

- Served as external general counsel of county hospital
- Represented sellers in connection with private equity backed management company acquisitions, including use of “friendly PC” model
- Represented buyers and sellers in numerous mergers and acquisitions involving ESOPs
- Assisted hospitals and physician groups with joint ventures, including imaging and ambulatory surgical center facilities and equipment
- Structured co-managed service line arrangement between physicians and hospital
- Negotiated transactions and assisted with Medicare, Medicaid, and state licensing filings in connection with change of ownership of multiple nursing homes and assisted living facilities for UPL-IGT program
- Represented purchaser in connection with multiple stock and asset purchases of pipeline construction companies, including transaction requiring Hart-Scott-Rodino filing
- Represented electronic medical records provider with various software licensing arrangements, including drafting and negotiating terms of service, white label arrangement, and statements of work
- Negotiated and structured joint venture for the provision of home health services
- Advised small business owners in connection with internal shareholder dispute and separation
- Represented seller in 2013 “Deal of the Year” awarded by Indiana chapter of ACG
- Represented purchaser in connection with multiple asset purchases of service providers to the automotive industry
- Represented hospital in connection with acquisition of large physician group, including asset

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acquisition and employment and leasing arrangements

- Represented Indiana school corporation in connection with various regulatory matters and day-to-day issues
- Served as special transaction counsel for the first multi-state affiliation of behavioral health providers in the nation
- Represented purchaser in acquisition of established software company with operations in Canada and Australia
- Served as local counsel for Canadian company acquiring business in Indiana
- Coordinated restructuring of multiple health care provider joint ventures following regulatory changes
- Represented trade association on general governance and member relations matters
- Served as lead counsel for local restaurateurs, including negotiation and documentation of lease and asset acquisition
- Represented purchaser in acquisition and consolidation of operations of two competing ambulatory surgery centers
- Advised clients in high-profile litigation regarding fiduciary obligations among owners and management
- Assisted with creation of and negotiation of contracts for multiple health care consulting firms
- Represented privately-held seller in negotiation, documentation and sale of pet products business

EDUCATION

- Indiana University Robert H. McKinney School of Law, Indianapolis, Indiana (J.D., *magna cum laude*, 2006)
- Indiana University, Indianapolis, Indiana (M.B.A., 2006)
- University of Illinois, Urbana, Illinois (B.S. in Finance, *with honors*, 2003)

BAR & COURT ADMISSIONS

- Indiana, 2007

PROFESSIONAL ASSOCIATIONS

- Indianapolis Bar Association (Member, Executive Committee of the Business Law Section)
- Indiana State Bar Association (Member, Chair of the Health Law Section)
- Indianapolis Chamber Orchestra (past-President)
- American Health Lawyers Association (Member)
- Indiana chapter of the Association for Corporate Growth (Member)
- Hamilton County Bar Association (Member)
- American Bar Association (Member)

AWARDS AND RECOGNITIONS

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- BTI Consulting Group Client Service All-Star, 2016
- The Indiana Lawyer Leadership in Law: Up and Coming Lawyer - Award Recipient, 2015
- Indiana Super Lawyers Rising Stars, 2011-2018
- Graduate of the Hamilton County Leadership Academy, 2010

SEMINARS AND PRESENTATIONS

- "Managed Care Entity Contracting and Other Considerations," Indiana Council of Community Mental Health Centers, October 2017
- "In-Depth Indemnification", Indianapolis Bar Association, July 2017
- "A Medical Practice Workshop - Best Practices for Managing Change", Krieg DeVault, IMGMA and IHFMA, November 2012
- "2012 Radiology Regulatory Update", Indiana Radiology Business Management Association, August 2012
- "Stark Law Basics", The Hall Center for Law and Health, Indiana University Robert H. McKinney School of Law, November 2009
- "Corporate Governance: Minding Behavioral Fences", Indiana Chapter of Association of Corporate Counsel (ACC), August 2009
- "Fundamentals of Acquisition Transactions", Lorman Education Services, August 2008

PUBLICATIONS

- "Hoosier Inhospitability: Examining Excessive Foreclosure Rates in Indiana", 39 Ind. L. Rev. 87 (2005)

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