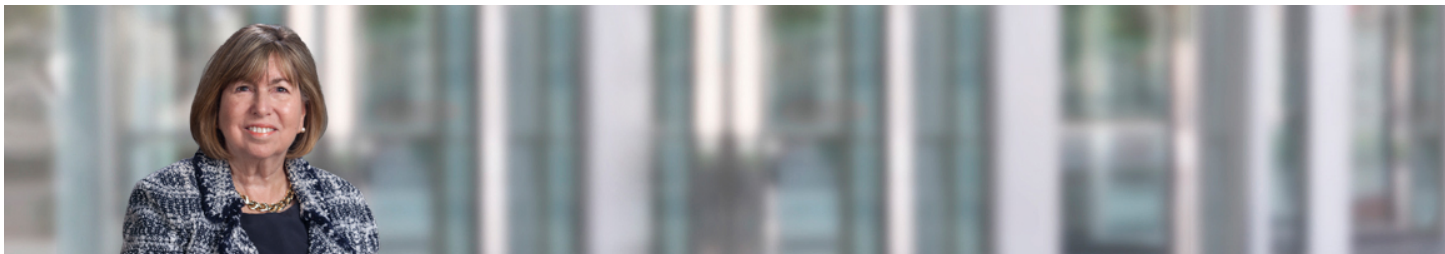


## Alison W. Miller



Shareholder

Miami Office

Coral Gables Office

amiller@stearnsweaver.com

Phone: 305-789-3500

### PRACTICE AREAS

Corporate

Securities

Mergers & Acquisitions

Banking & Financial Institutions

Life Sciences

Cannabis Law

Cybersecurity

White Collar Defense &

Investigations

### OVERVIEW

*"A brilliant attorney and a tremendous partner to our business... an intelligent lawyer who finds beneficial solutions for her clients... experienced in transactions, works hard for her clients and represents them well."*

- *Chambers USA 2016; 2021*

Alison Miller is a Director and Shareholder of the Firm and head of the Firm's Corporate & Securities practice. She has more than 35 years of experience advising public & private companies in all aspects of business, including securities offerings, mergers & acquisitions, and periodic securities reporting and compliance. Alison's clients are engaged in a wide range of industries, including banking & financial services, pharmaceutical, real estate, and hospitality. Alison frequently lectures on topics relating to securities law, acquisitions, compliance and accounting topics.

### REPRESENTATIVE EXPERIENCE

Corporate and securities counsel for public companies.

Counsel to public company boards of directors and audit committees, including advice and compliance issues arising out of the Sarbanes-Oxley Act of 2002 and heightened corporate governance rules.

Representation of financial institutions before state and federal regulators.

Issuer's and underwriter's counsel in connection with offerings of equity, debt and trust-preferred securities in public, private and 144A offerings.

Extensive experience in connection with both friendly and hostile mergers, acquisitions, divestitures, and “spin-offs”.

Representation of Board Special Committees in connection with complex transactions.

Counsel in numerous “going private” transactions, restructurings and recapitalizations.

Extensive experience assisting financial institutions in Bank Secrecy Act/Anti-Money Laundering compliance, policies and look-backs.

Regularly counsels clients on Cybersecurity issues including policies and practices, and disclosure obligations following a breach.

Represented community bank in its issuance of preferred stock to the United States Treasury under the Small Business Lending Fund and its subsequent redemption.

Represented publicly traded holding company in the acquisition of its publicly traded real estate subsidiary for approximately \$50 million of consideration consisting of the holding company’s stock.

Represented multiple publicly traded companies in follow-on and subscription rights offerings.

Represented multiple publicly traded companies in matters relating to their listing on the New York Stock Exchange and other securities exchanges.

Represented publicly traded savings and loan holding company in the sale of its broker-dealer subsidiary for approximately \$150 million of consideration consisting of cash, stock and warrants.

Issuer’s counsel in Rule 144A offering of \$144 million of senior convertible debt for a clinical drug development services company.

Issuer’s counsel in \$133 million follow-on equity offering for a clinical drug development services company.

Represented bank holding companies in connection with the preparation of their Tailored Plan for filing with the U.S. Federal Reserve.

Represented a public company in connection with a \$150 million acquisition of the publicly traded shares of a subsidiary not previously owned.

Represented an investor group in connection with a \$57 million proposed acquisition and control of a state chartered bank, including representation in connection with the approval of the Federal Deposit Insurance Corporation and the Florida Office of Financial Regulation.

Represented BankAtlantic Bancorp, Inc. in the sale of its banking subsidiary – BankAtlantic – to BB&T Corporation. BankAtlantic was the second largest financial institution headquartered in the State of Florida. Prior to the closing, BankAtlantic contributed approximately \$200 million of loans, real estate owned and other assets to a wholly owned subsidiary of BankAtlantic Bancorp. In addition, BankAtlantic contributed \$395 million of loans and other assets into a joint venture and BB&T was issued a \$285 million (95%) preferred interest in the venture in exchange for the assumption of \$285 million of BankAtlantic Bancorp’s trust preferred securities obligation.

Represented BankAtlantic Bancorp, Inc. in its sale of all 19 of BankAtlantic’s branches located in the Tampa area to PNC Bank.

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## PROFESSIONAL & COMMUNITY INVOLVEMENT

The Miami Foundation  
Chair of Programs Committee, 2021  
Board of Trustees, 2018

United Way of Miami-Dade, Former Director  
Feeding South Florida, Former Board Member

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## RECOGNITION

*South Florida Business Journal*, Influential Business Woman Honoree, 2021  
*The Best Lawyers in America*®, 2003-2022  
*Chambers USA*, Corporate/M&A & Private Equity (South Florida), 2009-2021  
*Lawdragon 500*, Leading Dealmakers, 2021  
*Florida Super Lawyers*, 2006-2019  
*South Florida Legal Guide*, Top Lawyers in South Florida - Corporate & Business; Securities, 2008-2021  
*South Florida Business Journal*, "Power Leader in Banking & Finance," 2014-2016  
*Daily Business Review*, "Top 20 Women in Law," 2014  
AV Rated by Martindale-Hubbell

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## PUBLICATIONS & PRESENTATIONS

**Events:** Please leave a message - I am currently balancing work and life but I will get back to you no later than my next life  
The Coral Gables Chamber of Commerce Women's Business Network Luncheon || November 2015

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## NEWSROOM

**In the Media:** [Meet the 2021 Influential Business Women](#)  
*South Florida Business Journal* || April 2021

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**Firm Announcements:** [Stearns Weaver Miller Attorneys Recognized in Thirtieth Edition of International Financial Law Review 1000 \(IFLR1000\)](#)  
| October 2020

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**Firm Announcements:** [24 Stearns Weaver Miller Lawyers in 12 Practice Areas Ranked In Chambers USA 2020](#)  
| April 2020

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**Firm Announcements:**

**Stearns Weaver Miller Lawyers Recognized in Florida Super Lawyers 2019**

| June 2019

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**Firm Announcements: Stearns Weaver Miller Attorneys Recognized in International Financial Law Review 1000 (IFLR1000) 2019**

| June 2019

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**Firm Announcements: 21 Stearns Weaver Miller Attorneys, 10 Practice Areas Ranked in Chambers USA 2019**

| May 2019

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**Firm Announcements: Stearns Weaver Miller Lawyers Recognized in Florida Super Lawyers 2018**

| June 2018

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**Firm Announcements: 23 Stearns Weaver Miller Lawyers in 10 Practice Areas Ranked In Chambers USA 2018**

| May 2018

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**Firm Announcements: Stearns Weaver Miller Lawyers Recognized in Florida Super Lawyers 2017**

| June 2017

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**Firm Announcements: 19 Stearns Weaver Miller Lawyers, 8 Practice Areas Ranked In Chambers USA 2017**

| May 2017

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**Firm Announcements: Stearns Weaver Miller Lawyers Recognized in Florida Super Lawyers 2016**

| June 2016

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**Firm Announcements: 17 Stearns Weaver Miller Lawyers, 7 Practice Areas Ranked In Chambers USA 2016**

| May 2016

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**Firm Announcements: Stearns Weaver Miller Attorneys Recognized by South Florida Legal Guide 2016**

| January 2016

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**In the Media: Power Leaders in Banking & Finance**

South Florida Business Journal || July 2015

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**Firm Announcements: 15 Stearns Weaver Miller Attorneys, 7 Practice Areas Ranked In Chambers USA 2015**

| May 2015

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**Firm Announcements: Stearns Weaver Miller Attorneys Recognized by South Florida Legal Guide 2015**

| January 2015

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**In the Media: Women in Law: Women Honored for South Florida Legal Accomplishments**

Daily Business Review || October 2014

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**In the Media: Top 20 Women in Law: DBR Recognizes South Florida Achievers**

Daily Business Review || September 2014

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## **In the Media: Power Leaders in Banking**

South Florida Business Journal || August 2014

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### **Firm Announcements: Stearns Weaver Miller Lawyers Recognized in Florida Super Lawyers 2014**

| June 2014

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### **Firm Announcements: Stearns Weaver Miller Continues To Receive Top Rankings In Chambers USA 2014**

| May 2014

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### **Firm Announcements: Stearns Weaver Miller Recognized by South Florida Legal Guide 2014**

| January 2014

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### **Firm Announcements: Sixteen Stearns Weaver Miller Shareholders recognized by South Florida's Best Lawyers 2012**

| November 2011

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### **Firm Announcements: Twelve Attorneys and Seven Practice Groups Ranked in Chambers USA**

| June 2009

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### **Firm Announcements: Twenty-Three Attorneys from Nine Practice Groups Selected for Inclusion in The Best Lawyers in America**

| June 2009

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## **EDUCATION**

J.D., University of Chicago Law School, 1976

B.A., University of Florida, 1973

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## **ADMISSIONS**

Florida