Dr. Thomas Lappe

Practice Area Leader - Corporate

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OVERVIEW

Thomas Lappe is a partner focusing on mergers and acquisitions. He has 30 years of experience in advising corporate clients and private equity firms on international M&A transactions including carve-out and buyout transactions. Thomas also frequently handles international joint ventures, corporate reorganizations, and venture capital transactions. He focuses on the sectors automotive and technology.

Thomas is recognized as a leading practitioner in legal directories such as *JUVE*, The Legal 500, *Chambers Europe*, *IFLR1000*, and *Leaders League*. *JUVE 2015/16* refers to him as “one of the most successful M&A lawyers in Germany's capital Berlin.” Clients praise him as “particularly outstanding, [he] convinces with comprehensive transaction experience and confident, calm negotiation” (*The Legal 500 Germany*, Corporate and M&A, 2023), he provides “excellent advice, response time and quality, good knowledge of the automotive sector” (*JUVE 2024/25*).

PROFESSIONAL BACKGROUND

Thomas joined the firm in January 2007. From 2005 through 2006 he was partner with an international law firm. From 2001 through 2005 he worked for an international law firm in their Hamburg office and before as a transactional in-house counsel for a DAX 30 company.

ACHIEVEMENTS

- Recognized by *The Legal 500 EMEA* as a Recommended Lawyer in Germany
  - M&A: mid-sized deals (sub-500m), 2024-2025
  - Corporate, 2024-2025

PROFESSIONAL / CIVIC ACTIVITIES

- International Bar Association (IBA)

- German Bar Association (*Deutscher Anwaltsverein*)
- Scientific Association for Corporate and Business Law (*Wissenschaftliche Vereinigung für Unternehmens- und Gesellschaftsrecht*)

SPEAKING ENGAGEMENTS

As a thought leader on corporate and transactional topics, Thomas frequently publishes on corporate law and M&A and is a regular speaker on these topics.

- Ausgewählte rechtliche Themen bei Carve-out-Transaktionen (*Selected legal aspects of carve-out transactions*), Annual Meeting of *M&A Alumni Deutschland* e.V., Berlin 2015.
- Kaufpreisanpassungsklauseln (*Purchase price adjustment clauses*), series of seminars by *Beck-Akademie*, 2013-2015.
- Transatlantic trends in M&A, K&L Gates Client Event, Pittsburgh 2013.
- International M&A transactions (*Internationale M&A-Transaktionen*), series of Management Circle seminars, 2012

LANGUAGES

- English
- German
- Italian

OTHER PUBLICATIONS

- Market Intelligence M&A 2022 Global Interview Panel, Lexology, October 2023
- Market Intelligence M&A 2021 Global Interview Panel, Lexology, January 2022
- Market Intelligence M&A 2020 Global Interview Panel, Lexology, January 2021
- Carve-out-Transaktionen – Recht, Steuern und Bilanzen bei Ausgliederung und Verkauf von Unternehmensteilen (*Carve-out transactions – legal, tax and accounting aspects of the drop-down and divestiture of business units*), C.H. Beck, Munich, second edition, 2021, (Ed. Dr. Thomas Lappe, Volker Gattringer)
- Die Fairness Opinion im Transaktionsgeschäft (*The Fairness opinion in M&A transactions*), in: *Corporate Finance Law*, p. 312 et seq., 2010, together with Axel Stafflage
- Kommentar zur Haftung des Aufsichtsrats wegen unterlassenen Hinwirkens auf Insolvenzantrag (*Commentary on the liability of supervisory boards as a result of the failure to cause an insolvency filing*), in: *Betriebs-Berater 2009*, p.1207 et seq., together with Alexander Hartmann

- SPACs, in: *Frankfurter Allgemeine Zeitung*, May 2008, together with Alexander Hartmann
- Risikoverteilung beim Unternehmenskauf (*Risk allocation in M&A transactions*), in: *Der Betrieb*, p. 153 et seq., 2007, together with Alexander Schmitt
- Verdeckte Sacheinlagen und IPR (*Hidden contributions in kind and Private International Law*), in: *GmbH-Rundschau*, p. 584 et seq., 2005, together with Andrea Schefold
- Das Heimatrecht im Gepäck - Wenn Kapitalgesellschaften ihren Sitz ins Ausland verlegen, droht künftig auch in Europa das Delaware-Syndrom (*Home Country Law in the Baggage - When Corporations Relocate Their Headquarters Abroad, the Delaware Syndrome Threatens in the Future in Europe as Well*), in: *Financial Times Deutschland*, March 2003, together with Axel Stafflage
- Freie Rechtsformwahl (*Free choice of legal form*), in: *Unternehmermagazin*, p. 36 et seq., 2003, together with Axel Stafflage
- Unternehmensbewertungen nach dem Wertpapiererwerbs- und Übernahmegesetz (*Valuations under the German Takeover Act*), in: *Betriebs-Berater*, p. 2185 et seq., 2002 together with Axel Stafflage
- Gemischte Kapitalerhöhung und Bezugsrechtsausschluss in Restrukturierungsfällen (*Mixed capital increase and the exclusion of the subscription right in restructuring cases*), in: *Betriebs-Berater*, p. 313 et seq., 2000
- Die wettbewerbsrechtliche Beurteilung der Umweltwerbung (*The assessment of environmental advertisement from a competition law perspective*), R. v. Decker's Verlag, Heidelberg 1995
- Zur ökologischen Instrumentalisierbarkeit des Wettbewerbsrechts (*On the ecological exploitability of the competition law*), in: *Wettbewerb in Recht und Praxis*, p. 170 et seq., 1993
- Grenzüberschreitender Umweltrechtsschutz (*Cross-border environmental law protection*), in: *Natur und Recht*, p. 213 et seq., 1993
- Lauterkeitsrechtliche Aspekte der Kennzeichnung von Produkten mit Hilfe des "Grünen Punktes“ (*Competition law aspects of marking products with the ”Green Point“*), in: *Betriebs-Berater*, p. 1661 et seq., 1992
- Zum Begriff der konkreten Gefahr bei der Trunkenheitsfahrt (*On the term of the concrete danger in connection with drunken driving*), in: *Juristische Schulung*, p. 133 et seq., 1990, together with Johann Wilhelm Knollmann

NEWS & EVENTS

- 24 June 2025, K&L Gates Advises Continental on the Sale of Italian Drum Brake Plant to Mutares
- 14 May 2025, K&L Gates Advises MSA Safety Incorporated on €175 Million Acquisition of M&C TechGroup Germany
- 11 April 2025, K&L Gates Advises Avenue Capital on the Acquisition of Hubergroup
- 7 June 2023, K&L Gates Advises Vitesco Technologies on Sale of All Shares in Vitesco Technologies Italy Srl

- 18 January 2022, K&L Gates Strengthens Corporate/M&A Practice With Luxembourg Partner Addition
- 16 March 2021, K&L Gates Advises Continental AG and Tokyo Century on Series-D Financing of Volocopter GmbH
- 30 November 2020, K&L Gates Advises RWE Group on Sale of Georgia Biomass
- 6 July 2020, K&L Gates Corporate M&A Practice Again Among Top Rated in the United States by The Legal 500 with Rankings in Seven Categories and 34 Lawyers Recommended
- 1 November 2019, *U.S. News* "Best Law Firms" Rankings Recognize K&L Gates as Corporate "Law Firm of the Year"
- 3 July 2017, K&L Gates Advises VTG on EUR780 Million Purchase of Nacco Group

AREAS OF FOCUS

- Mergers and Acquisitions
- Emerging Growth and Venture Capital
- Private Equity Transactions
- Public Companies

INDUSTRIES

- Automotive
- Manufacturing
- Technology

EMERGING ISSUES

- Artificial Intelligence

REPRESENTATIVE EXPERIENCE

- Continental Automotive/Aumovio in the sale of their Italian drum brake plant to Mutares
- MSA Safety Inc. in its €175 million acquisition of M&C TechGroup Technologies GmbH
- Vitesco Technologies in the sale of all shares in Vitesco Technologies Italy S.r.l. to Punch Group
- Microsoft in the acquisition of all shares in Kinvolk GmbH
- RWE AG in its sale of Georgia Biomass Holding LLC

- Tokyo Century Corporation in the acquisition of shares in Volocopter GmbH during the company's Series-D financing round
- Fortune 500 automotive corporation in the proposed multi billion euros acquisition of a global automotive business headquartered in Germany
- Minebea Mitsumi in the acquisition of Mast Kunststoffe GmbH & Co. KG
- Bidding consortium in the proposed acquisition of Toll Collect GmbH from the Federal Republic of Germany
- VTG AG in its €780 million acquisition of Nacco Group
- Continental AG in various cross-border M&A transactions
- OpenSynergy GmbH in its trade sale to Panasonic
- Listed real estate company in the structuring and implementation of a joint venture with tracking stock
- Microsoft in the acquisition of 6Wunderkinder GmbH from, among others, Sequoia Capital, Earlybird, and Atomico
- VTG AG in a pan-European joint venture with Kühne + Nagel merging the rail logistics activities
- OYSTAR Holding GmbH and funds advised by Odewald & Compagnie in the sale of OYSTAR North America Inc. to Coesia S.p.a.
- Deutsche Wohnen AG in the acquisition of a 5,000 unit residential and commercial portfolio and in the acquisition of a 1,900 unit residential portfolio
- Zumiez Inc. in the acquisition of the Austrian Blue Tomato group
- Microsoft in the acquisition of the crash analytics and beta distribution service HockeyApp and in the sale of the European comparison shopping platform Ciao to LeGuide.com
- Continental AG in the sale of its worldwide public transport solution business to Trapeze
- VTG AG in the acquisition of GRAAFF's wagon construction business and in its acquisition of the Railcraft group in Northeastern Europe
- BancTec in the acquisition of Beta Systems Software AG's global Enterprise Content Management (ECM) business
- Russian investor in buying shares in K+S AG (stake building)
- Funds advised by Strategic Value Partners in the acquisition of the office and commercial building "Q207" in Berlin's Friedrichstraße
- Mondi AG in various M&A transactions including in the acquisition of the bags and kraft paper business of Graphic Packaging International Inc. and in the acquisition of Schleipen & Erkens AG
- US private equity firm in its public to private bid for a German healthcare company

- La Seda de Barcelona in the German aspects of the acquisition of the Amcor Pet packaging business
- Bilfinger Berger AG in its public takeover of Rheinhold & Mahla AG (including the subsequent squeeze-out of the minority shareholders) and in its acquisition of Babcock Borsig Service GmbH from Deutsche Beteiligungs AG
- Royal Dutch Shell in the formation of its solar energy joint venture with Saint-Gobain
- TUI AG in its sale of VTG AG to funds advised by WL Ross & Co. LLC and in its disposal of Lehnkering GmbH to funds advised by Triton Managers Ltd.
- Soros Private Equity Partners in its acquisition of the Bayer/Degussa polymer latex business
- Petro-Canada in the German aspects of its acquisition of the Veba upstream oil assets
- Preussag AG in the sale of Minimax GmbH to funds advised by Barclays Private Equity GmbH