



Will D. Pugh

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Combining a pragmatic approach with extensive legal knowledge, Will Pugh provides tailored representation to businesses on a wide range of matters. He has substantial experience assisting clients with complex commercial real estate transactions, mergers and acquisitions, and corporate governance, operational, and transactional issues.

In his real estate practice, Will has represented buyers, sellers, and investors in acquisitions, dispositions, financing, development, and other commercial property transactions, playing an instrumental role in closing deals that range in value from \$500,000 to more than \$50,000,000. He has worked extensively on commercial leasing matters, representing landlords and tenants in drafting and negotiating leases for office, retail, and industrial properties, as well as representing landlords in lease disputes and litigation.

Businesses, from start-ups to well-established companies, turn to Will for his counsel and assistance on the full range of legal issues and challenges they face, including drafting form agreements, restrictive covenants and non-competes, supply agreements, and confidentiality agreements. He works with entrepreneurs and early-stage companies on business formation and capitalization, including the drafting and negotiation of formation documents, operating agreements, subscription agreements, employee stock options, and stock appreciation rights plans.

A seasoned transactional lawyer, Will represents strategic buyers, private equity companies, and sellers in mergers, acquisitions, joint ventures, and other strategic partnerships in a broad spectrum of industries, including eCommerce, food distribution, manufacturing, commercial printing, business services, healthcare, insurance, and non-profits. The deals he has helped close range in value from \$500,000 to \$300,000,000.

Will also works with developers and licensees in connection with software development and license agreements in various industries such as eCommerce, construction, logistics, healthcare, and general software development.

A *summa cum laude* graduate of Wheaton College in Chicago, Will earned his law degree from Vanderbilt University Law School, where he received the Robert F. Jackson Memorial Prize for having the highest GPA in his class after two years of law school and was a member of the *Order of the Coif*.

Before attending law school, Will served as the Director of Strategy for [atlasRFIDstore.com](https://atlasrfidstore.com), an eCommerce start-up located in Birmingham, Alabama. During his tenure, the company grew from a small start-up into a thriving business with more than 20 employees.

After law school, Will clerked for the Honorable Vice Chancellor Joseph R. Slight III on the Delaware Court of Chancery, where he regularly worked on litigation matters involving some of the country's largest companies. Will leverages this experience to provide guidance on directors' and officers' fiduciary duties, and he consults on litigation matters involving fiduciary duty issues, including book and records demands.

Education

- Vanderbilt University Law School, J.D.
 - Member, *Order of the Coif*
 - Robert F. Jackson Memorial Prize
- Wheaton College, B.A., *summa cum laude*

Admissions

- Tennessee

Recognition

- *Best Lawyers in America*® “Ones to Watch,” Banking and Finance Law (2026); Commercial Litigation (2023 – 2026); Corporate Law (2023 – 2026); Mergers and Acquisitions Law (2026); Real Estate Law (2026)
- Tennessee Bar Association Harris Gilbert Pro Bono Attorneys of the Year Award (2025)

Publications

- Will Pugh and Lindsay Dial, “[Recent CTA Development to Watch](#),” Sherrard Roe Blog (March 5, 2024)
- Will Pugh and Lindsay Dial, “[The Corporate Transparency Act: Your Obligations](#),” Sherrard Roe Blog (December 19, 2023)
- Will Pugh, “[The Corporate Transparency Act’s Final Rule: Who Qualifies as a Beneficial Owner What Information Must Be Disclosed](#),” Sherrard Roe Blog (March 7, 2023)
- Will Pugh, “[Issuance of Corporate Transparency Act’s Final Rule Starts Compliance Clock Ticking for 32 Million Businesses](#),” Sherrard Roe Blog (December 12, 2022)
- Will Pugh, “[The Corporate Transparency Act: Why You May Be Required to Share Your Personal Information With The Federal Government](#),” Sherrard Roe Blog (June 21, 2022)
- Will Pugh, “[How Well are Sellers Protected from Post-Closing Claims?](#)” Sherrard Roe Blog (December 9, 2020)
- Will Pugh, “[Four Types of Risk Addressed by MAE Clauses, and Where COVID-19 Fits—Lessons from the Delaware Court of Chancery](#),” Sherrard Roe Blog (December 3, 2020)
- “[Why Not Appoint an Algorithm to Your Corporate Board](#),” Slate (Mar. 24, 2019)
- [Getting What You Bargained for: Avoiding Legal Uncertainty in Survival Clauses for a Seller’s Representations and Warranties in M&A Purchase Agreements](#), 12 *J. Bus. Entrepreneurship & L.* 1 (2019)
- Co-Author with Robert S. Reder, [Delaware Supreme Court Bars Buyer From Using Narrowly “Cabined” Working Capital Adjustment](#), 72 *Vand. L. Rev. En Banc* 19 (2018)

Professional Activities

- Member, Nashville Bar Association
- Member, Tennessee Bar Association