

Will D. Pugh

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Will Pugh combines a practical approach with deep legal knowledge to give businesses tailored representation on a wide range of matters. He has substantial experience helping clients with complex commercial real estate transactions, mergers and acquisitions, and corporate governance, operational, and transactional issues. He also teaches at his alma mater, Vanderbilt University Law School, as Adjunct Professor of Law.

Commercial Real Estate Finance and Development

Will represents lenders, borrowers, developers, and investors across the full lifecycle of commercial real estate projects, with deal values ranging from a few million dollars to more than $300 million. In a recent twelve-month period alone, he worked on more than $800 million in commercial real estate financings and transactions. His work spans construction and acquisition lending for industrial, multifamily, and retail projects across the country, and acquisitions, dispositions, and fund work for developers, investors, and schools.

He regularly serves as lead counsel to banks and developers on acquisition and construction loans supporting industrial, mixed-use, multifamily, and retail projects in Tennessee and throughout the country. He also advises on hospitality and residential refinancings.

On the development and investment side, Will represents developers and equity partners in developments in Middle Tennessee and throughout the country. Notable recent transactions include representing a co-general partner in an industrial development of up to 188 acres and a projected 2.7 million square feet of industrial space. Will also has a niche practice representing charter and public schools in leasing, acquiring, and financing new school facilities, including bond-financed construction projects.

Will has worked extensively on commercial leasing matters. He represents landlords and tenants in drafting and negotiating office, retail, and industrial leases, and he represents landlords in lease disputes and litigation.

Delaware Court of Chancery Experience

After law school, Will clerked for Vice Chancellor Joseph R. Slights III on the Delaware Court of Chancery. There, he regularly worked on litigation involving some of the country's largest companies. Will draws on this experience to advise on directors' and officers' fiduciary duties. He also consults on litigation involving fiduciary duty issues, including books and records demands.

Background and Teaching

Will graduated *summa cum laude* from Wheaton College in Illinois with a degree in business and economics. Before law school, he served as Director of Strategy for atlasRFIDstore.com, an eCommerce start-up in his hometown of Birmingham, Alabama. He chose law after seeing how in-house counsel helped the company's leadership manage risk and support growth.

Will earned his J.D. in 2019 from Vanderbilt University Law School. There, he received the Robert F. Jackson Memorial Prize for having the highest GPA in his class after two years of law school, was a member of the Order of the Coif, and served on the staff of the *Vanderbilt Law Review*. He was drawn to Vanderbilt's Law and Business and Law and Innovation programs.

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 – 2027), Commercial Litigation (2023 – 2027), Corporate Law (2023 – 2027), Mergers and Acquisitions Law (2026 – 2027), Real Estate Law (2026 – 2027)
- *Mid-South Super Lawyers* "Rising Star," Real Estate, Business & Corporate, Banking (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, Business Law and Litigation Sections, American Bar Association
- Member, Tennessee Bar Association
- Member, Young Lawyers Division, American Bar Association
- Member, Young Lawyers Division, Nashville Bar Association