



ROSA A. SHIRLEY, *Senior Attorney*

Orange County Office, Los Angeles Office

☎ 714.549.6200

📠 714.549.6201

✉ rshirley@tocounsel.com

Rosa Shirley is a Senior Attorney in the Orange County office of Theodora Oringher. She is a seasoned corporate, transactional and restructuring attorney who represents clients in a variety of industries including energy, shipping, restaurant, finance, and agriculture, but with a particular focus on healthcare. Ms. Shirley's experience ranges from entity and business formation and general corporate governance matters; advising sellers and purchasers in merger and acquisition transactions, counseling them from the inception of a deal through negotiation of terms and closing; capital raises; general business contract negotiations and debt management; financing and commercial restructuring and reorganizations including complex corporate domestic (Chapter 11) and non-US (Chapter 15); through cross-border transactions, insolvencies and acquisitions.

In the healthcare sector, Ms. Shirley advises institutional and individual providers, as well as investors in health care facilities and businesses which include hospitals and hospital systems, behavioral facilities, skilled nursing facilities, home health agencies, laboratories, surgery centers, pharmacies, management companies, and dispensaries. Ms. Shirley combines her experience and familiarity with federal and state fraud and abuse laws on anti-kickback and anti-self-referral, licensing and certification, and corporate practice of medicine in assisting clients in structuring healthcare organizations and transactions. Ms. Shirley's experience as a physical therapist prior to her legal career adds a unique and valuable first-hand provider insight into her diverse healthcare practice.

Outside of Theodora Oringher, Ms. Shirley enjoys traveling, cooking and shopping. Prior to joining Theodora Oringher, Ms. Shirley was a corporate and transactional attorney at Nelson Hardiman, LLP, and she spent almost a decade as a healthcare corporate and as a restructuring attorney for Baker McKenzie LLP.

REPRESENTATIVE MATTERS

- › Corporate Governance
 - › Advised clients on corporate governance matters and drafted various organizational and operational documents including articles of incorporation/organization, certificates of formation, certificates of conversion, certificates of dissolution, bylaws, company/operating agreements, shareholder agreements, stock restriction agreements, warrants, and related board resolutions and consents.
 - › Prepared corporate clean up and ratification documents in anticipation of sales of businesses.
- › Negotiations

- › Negotiated terms of and drafted various commercial agreements including asset purchase, stock purchase, management services, distribution, licensing, marketing, lease, and settlement agreements.
- › Acquisitions
 - › Represented purchaser in \$8.5 million acquisition of stock in a pharmacy.
 - › Advised an Asian buyer with respect to healthcare regulatory issues in the multi-million-dollar purchase of stock in nine physician clinics and outpatient surgery centers located in California, Nevada and Florida.
 - › Represented management company in acquisition of non-clinical assets of a physician's practice.
 - › Represented purchaser in the acquisition of the assets of a medical and wellness spa.
- › Dispositions
 - › Assisted seller, a Plan Administrator for a Delaware corporation, in the sale of stocks and warrants to purchase stocks in a Dutch B.V. company.
 - › Counseled sellers in the \$12 million sale of assets of a dermatopathology practice.
- › Financing; Capital Raises
 - › Represented skilled nursing facility borrower in obtaining a \$25 million term loan.
 - › Represented affiliated physician practice and ASC borrower entities in up to \$15.8 million in term loan and revolving loan commitments.
 - › Represented behavioral health group borrower in obtaining a \$3.1 million loan.
 - › Represented cannabis business in raising up to \$3 million in capital.
- › Licensure and Certification
 - › Advised on licensure, certification and/or related matters with respect to group homes, social rehabilitation facilities, skilled nursing facilities, congregate living facilities, laboratories, pharmacies, and ambulatory surgery centers.
- › Operational
 - › Drafted management agreements, employment agreements, independent contractor agreements, document retention policies, marketing policies, compliance programs, assignment and novation agreements, informed consent forms, and business associate agreements.
- › Regulatory/Investigations
 - › Counseled multiple healthcare clients on regulatory matters including compliance with federal and state anti-kickback and physician self-referral laws and regulations, FCPA, HIPAA, Medicare and Medicaid rules, federal and state licensure and certification laws and regulations, and the PhRMA Code and AdvaMed Code.
 - › Represented healthcare clients in US DHHS OIG inquiries and investigations and state Attorney General civil investigatory demands.
- › Restructuring and Insolvency
 - › Represented multiple non-US lenders in commercial maritime transportation services Chapter 11 restructuring and retiring of over US\$200 million in debts.
 - › Represented regional restaurant chain in Chapter 11 and the sale of 25 retail locations and food processing/distribution centers with debts in excess of \$40 million.
 - › Represented national poultry producer and affiliated debtors in Chapter 11.
 - › Represented multiple non-US investors in the Fairfield-Sentry Chapter 15 proceedings.
 - › Represented multiple non-US investors in the Bernard Madoff securities SIPA proceedings.

PROFESSIONAL RECOGNITION

- › The Best Lawyers: Ones to Watch in America™ 2023-25

SPEAKING ENGAGEMENTS

- › Bankruptcy Considerations for Healthcare Attorneys
- › Orange County Bar Association Health Care Law Section Meeting, March 2019
- › The Intersection of Peer Review, the Medical Board, Civil Litigation and Applicable Privileges
- › Orange County Bar Association's Health Care Law Section Meeting, June 2018 (co-presenter)

NEWS

- › Theodora Oringher PC Attorneys Listed In The 2025 Edition Of The Best Lawyers: Ones To Watch In America®
- › Theodora Oringher PC Attorneys Listed In The 2024 Editions of The Best Lawyers In America® and The Best Lawyers: Ones to Watch in America™
- › Theodora Oringher PC Attorneys Listed In The 2023 Editions of The Best Lawyers In America® and The Best Lawyers: Ones to Watch in America™
- › Rosa A. Shirley, Esq. Joins Theodora Oringher PC

MEMBERSHIPS & ASSOCIATIONS

- › American Bar Association
- › American Health Lawyers Association
- › Chair of the Orange County Bar Association Health Care Law Section
- › Filipino Lawyers of Orange County
- › National Filipino American Lawyers Association

PRACTICE AREAS

- › Corporate and Transactional
- › Corporate Governance
- › Healthcare
- › Bankruptcy, Restructuring and Creditors' Rights

ADMISSIONS

BAR ADMISSIONS

- › California
- › Texas

COURT ADMISSIONS

- › US Supreme Court
- › US Fifth Circuit Court of Appeals
- › US District Court for the Eastern, Northern, and Southern Districts of Texas
- › US District Court for the Central and Southern Districts of California

EDUCATION

- › Southern Methodist University, 2006 J.D.
 - › *magna cum laude*