



Ken Marlow

Partner

Nashville

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OVERVIEW

Ken Marlow is a partner at the firm's Nashville office and is a member of the Health Care and FDA and Corporate practice groups. Ken assists health care clients and private equity funds grow strategically through mergers, acquisitions, and joint ventures. Ken is known to bring people and businesses together to structure, document, and execute deals. He has worked on more than 50 acute care hospital transactions with an aggregate value of more than US\$16 billion. He advises private equity funds and the portfolio companies of the funds, including one of the world's largest global alternative investment management firms, on a variety of corporate transactions in the health care space. He also advises some of the largest privately and publicly held health care companies in the United States in strategic acquisitions across the acute and post-acute care spectrum. He has worked with multistate nonprofit health systems and academic medical centers on strategic growth initiatives.

In addition to his significant transactional practice, Ken has regularly advised boards on corporate governance matters. He also has served as counsel in more than 100 syndications of ambulatory surgery centers, dialysis centers and other outpatient facilities.

PROFESSIONAL BACKGROUND

Prior to joining the firm, Ken served as a partner and health care industry leader at a U.S. law firm where he led a team of over 200 health care lawyers. He has worked on some of the most significant health care transactions in the United States, including joint ventures between hospitals, physician groups, and other health care providers. He has presented on a range of health care topics at national conferences, and is regularly quoted in publications including *Modern Healthcare*, *New York Times*, and *Wall Street Journal*.

ACHIEVEMENTS

- Chambers USA, Healthcare (Tennessee) (2016–2021)
- The Best Lawyers in America© (BL Rankings), Health Care Law (2019–2021)
- Nashville Business Journal
 - Health Care Heroes (2015)

- Health Care Awards (2018, 2020)

PROFESSIONAL / CIVIC ACTIVITIES

- Member, Board of Directors, Nashville Health Care Council
- Member, Nashville, Tennessee and American Bar Associations
- Member, Business Law and Health Law Sections of the American Bar Association
- Member, American Health Lawyers Association
- Member, Board of Directors, Waller Lansden Dortch & Davis, LLP
 - Member, Diversity Committee
- Former Member, Board of Directors, Leadership Health Care
- Former Member, Board of Directors of the Cystic Fibrosis Foundation
- Former Member, Board of Directors of the National Kidney Foundation of Middle Tennessee
- Volunteer, Habitat for Humanity Home Construction

SPEAKING ENGAGEMENTS

- American Health Lawyer's Association Transactions Conference
- Healthcare Law and Compliance Institute
- Home Care 100
- Texas Health Lawyers Association

EDUCATION

- J.D., University of Tennessee College of Law, 1996 (*Tennessee Law Review*, *Research Editor*)
- B.S., Vanderbilt University, 1993 (*cum laude*)

ADMISSIONS

- Bar of Tennessee

THOUGHT LEADERSHIP POWERED BY HUB

- 22 July 2021, Key Considerations for Officers and Directors of Distressed Companies (*Alerts/Updates*)

- 8 April 2021, Health Care Transactions Trends in 2021 and Beyond (*Podcast*)

NEWS & EVENTS

- 19 August 2021, Nearly 300 K&L Gates Lawyers Named Among 2022 Best Lawyers in America, Ones to Watch (*Rankings & Recognitions*)
- 21 May 2021, K&L Gates Policy and Regulatory Practice, Lawyers Ranked Among Leaders in 2021 Chambers USA Guide (*Rankings & Recognitions*)
- 3 February 2021, K&L Gates Launches Nashville Office with Hire of 25+ Lawyers (*Press Release*)

MEDIA MENTIONS

- Quoted, "Buoyed by Federal Covid Aid, Big Hospital Chains Buy Up Competitors," *The New York Times*, 21 May 2021

AREAS OF FOCUS

- Health Care and FDA
- Mergers and Acquisitions
- Private Equity Transactions

INDUSTRIES

- Financial Services
- Private Equity

REPRESENTATIVE EXPERIENCE

- Represented Kindred Healthcare in its partnership with Tennova Healthcare and the University of Tennessee Medical Center to develop an inpatient rehabilitation hospital.
- Represented LifePoint Health in its acquisition by Apollo Global Management, LLC by providing transaction, healthcare regulatory, tax, employee benefits and real estate advice to the company. Apollo subsequently merged LifePoint with RCCH HealthCare Partners. LifePoint Health was acquired by private equity firm Apollo Global Management, LLC in a deal valued at \$5.6 billion. Apollo subsequently merged LifePoint with RCCH HealthCare Partners, a 16-hospital system. The combined company now operates under the name LifePoint Health. At the time of the closing, the combined hospital system operated 84 hospitals in largely rural areas across 30 states, with a portfolio including physician practices and outpatient clinics and pro forma 2017 revenues of over \$8 billion.

- Represented an academic medical center in its \$600 million combination with a regional non-profit health system to develop a collaborative to expand access to quality healthcare in the region.
- Represented LifePoint Health in its divestiture of Teche Regional Medical Center in Louisiana and also provided transaction, intellectual property and healthcare regulatory advice.
- Represented LifePoint Health in its sale of three Louisiana hospital campuses including Mercy Regional Medical Center, Acadian Medical Center, and Minden Medical Center.
- Served as lead counsel to LifePoint Health in its sale of Rickdale Medical Center, a 138-bed acute care hospital in Conyers, Georgia, to Piedmont Healthcare, an Atlanta-based healthcare delivery system.
- Represented an academic medical center with respect to its \$100 million investment in a large regional not for profit health system.
- Represented LifePoint Health in the creation of a joint venture with LHC Group, including 40 home health agencies and hospices. LifePoint Health, an investor-owned hospital system, created an innovative and strategic partnership with LHC Group, Inc., a national provider of home health and hospice services, whereby all of LifePoint Health's and certain of LHC's home health and hospice assets were contributed to the newly formed joint venture which included 40 home health agencies and hospices in total.
- Represented Pennsylvania-based Ellwood City Hospital in its acquisition by Florida-based Americore Health LLC, which included the hospital's conversion from a non-profit to for-profit hospital.
- Represented Mississippi Baptist Health System in its merger with Baptist Memorial Healthcare, resulting in a combined system of 21 hospitals with \$2.5 billion in revenues. Mississippi Baptist Health Systems merged with Memphis-based Baptist Memorial Health Care to create the largest not-for-profit healthcare system in the region. The deal combined Baptist Memorial's 17 hospitals across Arkansas, Mississippi and Tennessee with Mississippi Baptist's four hospitals and resulted in a combined 21 hospitals with \$2.5 billion in revenues.
- Advised LifePoint Health in its acquisition of Providence Hospitals in South Carolina from the Sisters of Charity Health System.
- Represented LifePoint Health in its acquisition of St. Francis Hospital, a 376-bed acute care hospital in Columbus, Georgia.
- Represented the Regional Health Network of Kentucky, a joint venture between Norton Healthcare and LifePoint Health, in its acquisition of Clark Memorial Hospital in Jeffersonville, Kentucky.
- Represented LifePoint Health in its joint venture with Watertown Regional Medical Center, a 55-bed hospital in Wisconsin.
- Represented Kindred Healthcare in its \$195 million acquisition of Centerre Healthcare, an operator of inpatient rehabilitation hospitals.
- Represented Duke LifePoint Healthcare in its \$500 million acquisition of Conemaugh Health System, west-central Pennsylvania's largest health system, including three hospitals, outpatient facilities and physician practices. The transaction required the review and approval of the Attorney General of the Commonwealth of

Pennsylvania and the Orphans Court of Cambria County, including hearings before the Judge of Cambria County and including the transfer of approximately 80 properties and 150 licenses and permits and defeasance of 10 series of Hospital Revenue Bonds.

- Represented Kindred in its acquisition of Senior Home Care, one of the largest and the premier home health provider in Florida and Louisiana with 47 locations. Kindred Healthcare, Inc. acquired Senior Home Care, Inc. for a purchase price of \$95 million. At closing, Senior Home Care was one of the largest and the premier home health provider in Florida and Louisiana operating through 47 locations. This transaction was one of the top 5 largest acquisitions in the home health space at the time of closing.
- Represented Kindred Healthcare in its sale of two long-term acute care hospitals and the acquisition of four LTAC hospitals operated by Select Medical.
- Represented Duke LifePoint in its acquisition of Marquette General Hospital in Michigan for \$483 million.
- Represented LifePoint Health in its joint venture with Emory Healthcare. The joint venture was formed to enhance access to, and delivery of high-quality, cost-effective care; improve the health of residents in Columbus, Ga., and surrounding communities; and strengthen the regional benefits of Emory's health care expertise close to home. St. Francis Hospital in Columbus, Georgia, was the initial facility owned by the joint venture.
- Represented the Regional Health Network of Kentucky and Southern Indiana, a joint venture between Norton Healthcare and LifePoint Health, in its acquisition of Clark Memorial Hospital in Jeffersonville, Kentucky.