

J. Ryan Dwyer, III

Managing Partner, Asia and Tokyo Offices

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OVERVIEW

Ryan Dwyer is regional managing partner for Asia and serves as a member of the firm's global management committee. As regional managing partner he is responsible for the strategic leadership and management of the firm's seven offices in Asia. In addition he serves as the managing partner of the firm's Tokyo office a role he has been in since 2010 when the office was first opened. In addition to his management responsibilities he concentrates his practice on cross-border mergers and acquisitions for Japanese clients investing outside of Japan, foreign direct investment into Japan by US and other non-Japanese companies, and international joint ventures involving Japanese parties. Resident in Tokyo since 1999, he has extensive experience advising non-Japanese companies on the corporate, regulatory, employment, and commercial aspects of transactions and investing in Japan and setting up and operating joint ventures and other businesses in Japan. He has worked across a number of industries on Japanese and complex cross-border deals, with particular focus in the professional services and technology sectors, advising companies in relation to licensing and distribution agreements, and regulatory issues. Ryan has been ranked in several legal publications including *The Legal 500 Asia-Pacific* and *Chambers Asia Pacific*. Ryan is a past member of the firm's global advisory council and also served as one of the firm's global coordinators of its mergers and acquisitions practice.

ACHIEVEMENTS

- Recognized by *The Legal 500 Asia Pacific* as a Recommended Lawyer for Labour and Employment: International Firms and Joint Ventures in Japan, 2024

EDUCATION

- J.D., University of Hawaii, Richardson School of Law, 1996
- B.A., University of Vermont, 1991

ADMISSIONS

- Bar of Hawaii

- Bar of New York
- Japan (Dai-ni Tokyo Bar Association (Gaikokuho-Jimu-Bengoshi - registered foreign lawyer))

LANGUAGES

- English
- Japanese

THOUGHT LEADERSHIP *POWERED BY HUB*

- 2026, Global Employer Guide
- 1 October 2020, Japanese Government's Recent FAQs Clarify How to Recognize E-Contract Services Under E-Signature Act
- 25 March 2020, COVID-19: Employment Policies and Factsheet for Companies in Japan
- 3 September 2019, Japan Restricts Foreign Investments in Technologies amid National Security Concerns
- 9 July 2015, Introduction of New Corporate Governance Code

OTHER PUBLICATIONS

- Practice Note: Consultancy Agreements: Japan (*Thomson Reuters, Practical Law*, 2022)
- Practice Note: Separation Agreements: Japan (*Thomson Reuters, Practical Law*, 2022)
- Q&A: Employment Contract Terms: Japan (*Thomson Reuters, Practical Law*, 2022)
- M&A Report 2022: Japan (*International Financial Law Review*, co-authored, 2022)
- M&A Report 2021: Japan (*International Financial Law Review*, co-authored, 2021)
- M&A Report 2020: Japan (*International Financial Law Review*, co-authored, 2020)

NEWS & EVENTS

- 16 April 2026, More Than 80 K&L Gates Lawyers Across Asia-Pacific Recognised in 2027 Best Lawyers, Ones to Watch Editions
- 8 December 2025, K&L Gates Recognized at Asia Business Law Journal's Japan Law Firm Awards 2025
- 24 April 2025, K&L Gates Adds Capital Markets Team in Hong Kong
- 5 October 2023, K&L Gates Names Tokyo Office Leader as Firm's New Managing Partner for Asia

- 6 July 2021, K&L Gates Further Bolsters Global IP Capabilities With Addition of Japanese Intellectual Property Team
- 16 March 2021, K&L Gates Advises Continental AG and Tokyo Century on Series-D Financing of Volocopter GmbH
- 14 May 2019, K&L Gates Welcomes Returning Tokyo Corporate/M&A Partner
- 4 October 2017, K&L Gates Advises on Tokyo Century Corporation

MEDIA MENTIONS

- 17 February 2026, *Asian Legal Business* | Forum: From Pilot to Practice

AREAS OF FOCUS

- Mergers and Acquisitions
- Debt Capital Markets
- Emerging Growth and Venture Capital
- Employment Disputes
- Employment Investigations
- Employment Issues in Business Transactions
- Global Employer Solutions
- Human Resource Advice and Compliance
- Immigration
- Technology Transactions and Sourcing

INDUSTRIES

- Aviation
- Consumer Goods and Services
- Franchising
- Life Sciences
- Technology
- Transportation and Logistics

REPRESENTATIVE EXPERIENCE

- Represented Tokyo Century Corporation (TYO: 8439), a Japanese leasing company, in the acquisition of shares in Volocopter GmbH in the course of the Series D financing round of Volocopter. Volocopter is a German unicorn and currently one of the most sought after start-up companies in Germany with high visibility in the market.
- Represented investment arm of U.S. hotel operator in its acquisition of real estate in Japan including a major international hotel in Tokyo, a hotel in Kobe, Japan, and commercial real estate in Tokyo. Representation included negotiation of property management agreements and joint-investment agreements with the client's partner, a Japanese institutional investor.
- Represented Japan-based international consulting firm in its separation and MBO from a U.S.-based global consultancy in response to the Sarbanes-Oxley Act. This separation included obtaining a no-action letter from the U.S. SEC.
- Represented Greece-based, publicly listed jewelry manufacturer and retailer in their acquisition of significant equity stake in their exclusive distributor in Japan.
- Represented Japanese mobile-Internet service provider in relation to placement of a significant equity stake in an investment group led by America Online, Inc.
- Represented U.S. credit company in the transfer of the business of their Japanese subsidiary to a Japanese financial institution.
- Represented acquirer in the acquisition of the Japan affiliate of a U.S.-based software company and in relation to negotiation of related software development and distribution agreements.
- Representation of U.S.-based Internet services company in the sale of the ISP business of its Japanese subsidiary.
- Represented Australian private equity fund in its acquisition of one of Japan's premier ski resorts, adjoining mountain-base development areas and entitlements and a nearby golf course.
- Represented Danish-based multinational food company in relation to the Japan aspects of its global acquisition of a France-based food additives multinational company.
- Represented major U.S. telecommunications company in the Japan aspects of the global sale of its principle assets and affiliates.
- Represented major private equity fund in the Japan aspects of the financing of its acquisition of an international hotel chain based in Singapore.
- Represented U.S. company in establishment and operation of subsidiary company in Japan including incorporation, corporate maintenance, employment, and other operational and compliance issues.

- Represented Japan-based international professional services firm in establishment of affiliates in the following counties: United States, People's Republic of China, Hong Kong, Thailand, Singapore, Spain, Germany, and the Netherlands.
- Represented Israel-based developer and manufacturer of market-leading medical diagnostic products, in relation to the conversion of its Japanese subsidiary to a joint venture by way of sale of a minority stake in the company to a major Japanese trading company and a major Japanese medical distributor. This also involved the negotiation of related distribution and importation agreements.
- Represented Japan-based acquirer in its acquisition of professional service firms in the United States, United Kingdom, Korea, Taiwan, Singapore, and Malaysia.
- Represented DeNA Co. Ltd. in its acquisition of a marketing Silicon Valley based mobile game developer.
- Represented CEC Water Technologies Ltd., an affiliate of Severn Trent DeNora in its acquisition from Chlorine Engineers Corp. Ltd, a Japanese company, of its specialty business line for seawater electro chlorination disinfection systems and brine electro chlorination systems and establishment of operations in Japan.
- Represented leading Japanese mobile communications operator, in its acquisition of a minority interest in a Mountain View, California-based company that is the leading connected devices platform for machine-to-machine and consumer electronics.
- Represented a leading Japanese mobile communications operator, in its acquisition of a minority interest in a Silicon Valley developer of a mobile application that allows users to save their ideas, projects, and experiences on any computer or phone they use.
- Represented ABeam Consulting Ltd in the sale of the entire issued share capital of UK company, Catalyst Development Limited to Bladeset Limited.
- Regularly represents NEC Corporation on outbound investment matters.
- Represented ABeam Consulting in the sale of its subsidiary in Taiwan and partial carveout and sale of its business in the PRC.
- Represented Lyondell Chemical in relation to the restructuring of its longstanding joint venture with Sumitomo Chemical. This restructuring included contributions of new technology and a new chemical plant to the joint venture company, adjustment of ownership of the joint venture, and restructuring of the global marketing relationship between the two JV partners. In a follow-on transaction, represented U.S. petrochemical company in relation to negotiation of licensing of proprietary rights and processes to its JV partner.
- Represented Japan Cloud Computing (JCC) in negotiating with Walkme Ltd., the Israel based parent of Walkme.com, for the establishment of a joint venture in Japan to be known as Walkme Japan KK. Based in Tokyo, Japan, JCC specializes in brining world-class SaaS companies to Japan leading their development in the Japan market.

- Advised Georgia-based Concurrent Computer Corporation and its Japanese subsidiaries Concurrent Nippon Corporation and Concurrent Computer Services Corporation in the Japanese aspects of its sale of substantially all of its assets to investment group Battery Ventures.
- Advised NEC Corporation (TYO: 6701), a Tokyo-based multinational provider of information technology services and products, on the USD $100 million acquisition of the electric grid storage division of electric battery maker A123 Energy Systems LLC (OTC Pink: AONEQ). A123, which produces large battery systems primarily used to store renewable energy and regulate its flow into electrical grids, was acquired by automotive component manufacturer Wanxiang America Corporation in 2013 in a 363 bankruptcy sale. The 2014 deal was structured as an asset purchase, carving out certain parts of A123, while Wanxiang retained the remainder of the business. In connection with the acquisition in the United States, Wanxiang affiliate Shanghai Puxing Energy Co. and NEC entered into a joint venture to develop an electric grid storage business in the People's Republic of China, with A123 retaining its automotive battery business.
- Represented ABeam Consulting Ltd., in its acquisition of the business in Thailand and Indonesia of Emeritis Belgium NV, a Brussels based management consulting company with operations throughout Southeast Asia, including wholly owned affiliates in Bangkok, Jakarta and Manila.
- Represented ABeam Consulting Ltd. in its acquisition of LightStream Analytics Holding Pte. Ltd., a Singapore based management consulting company with operations throughout Southeast Asia, including a wholly owned subsidiary company in Jakarta, Indonesia.
- Represented ABeam Consulting Ltd. in its acquisition of a minority equity interest in Optimum Solutions, a Singapore based outsourcing company with operations throughout SEA.
- Represented Omnicom Group's Diversified Agency Services in its acquisition from ITOCHU Corporation and a number of Japanese venture capital funds to acquire a majority stake in Medical Collective Intelligence Co. Ltd., a highly respected Japanese online medical communications agency.
- Advised Tokyo Century Corporation in connection with its additional investment into Newport Beach, California based Aviation Capital Group LLC increasing its ownership stake to 24.5% from the original 20% acquired in December 2017 from Pacific Life Insurance Company.
- Advised a Japanese financial services company in its acquisition of a 20% stake in a U.S.-based aircraft-leasing company.
- Represented a Japanese financial services company as joint venture partner and the sole lender in its US$2 billion aircraft leasing joint venture with an American financial services company.
- Advised Texas-based Texas-based Emergo Group Inc and its Japanese subsidiaries Emergo Japan Consulting KK ("EJC") and Emergo Japan KK ("EJ"), in the repurchase of shares of EJC, resulting in EJC becoming a wholly-owned subsidiary of Emergo's first-tier subsidiary, Emergo Global Consulting LLC, and the sale of shares of EJ, resulting in EJ exiting the Emergo corporate umbrella as an independent entity, all in connection with the acquisition of Emergo by UL Inc.