



# Alexandra Hutchinson

## Associate

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**“Adaptability is essential to my approach when advising clients. I strive to help clients achieve success no matter their goals, and prioritizing a flexible approach allows me to support clients in a way that best suits their needs.”**

Alex Hutchinson is on the sports, entertainment & media team at Miller Nash. She provides expert guidance and counsel to NIL collectives, professional sports teams, agencies, management firms, student and professional athletes, and other individuals and businesses in the sports and entertainment industries. She also has experience in assisting with structuring NIL deals. Additionally, Alex has also gained valuable in-house expertise while working with a professional sports franchise, advising the organization's management on a wide range of legal issues, including contract negotiations, business operations, and various one-off agreements.

In addition, Alex supports businesses in a wide range of corporate transactional and franchise matters. She reviews, drafts, and negotiates a variety of contracts, in addition to advising on issues related to mergers and acquisitions, franchise acquisition and expansion, corporate governance and formation, and partnerships. Alex has a background in securities and business litigation, giving her a unique perspective into how businesses operate and the protections needed to avoid disputes.

Before attending law school, Alex worked as a financial representative and obtained her Series 6 and Series 63 licenses. She also served as a teaching fellow in Denver Public Schools through AmeriCorps.

### Professional Activities

- Miller Nash Pro Bono Committee, Member
- Multnomah Bar Association, Member
  - Young Lawyers Section
    - Board of Directors, 2024-present
    - Service to the Public Committee, Member, 2022-2024; Chair, 2023-2024
    - Imprint Program Volunteer, 2022-present

### Education

J.D., Willamette University College of Law, 2020

- Phi Alpha Delta Law Fraternity
- Business Law Certificate
- Fellow, Business Lawyering Institute
- Symposium Editor, *Willamette Law Review*
- Executive Editor, *Willamette Journal of International Law & Dispute Resolution*
- Board Member, Moot Court

B.S., Portland State University, economics, 2014

### Bar Admissions

Oregon, 2020

Washington, 2022

Idaho, 2023

### Court Admissions

U.S. District Court, District of Oregon, 2020

- Oregon State Bar, Member
  - Business Law Section Executive Committee, Member, 2026-present
  - Securities Regulation Section Executive Committee, Member
- Oregon Women Lawyers, Member
- Idaho State Bar, Member
- Washington State Bar, Member
- Sports Lawyers Association, Member
- American Bar Association, Member
  - Young Lawyers Division, Member
  - Forum on Franchising, Member

## Civic Activities

- Northwest Association for Blind Athletes (NWABA), Board Member, 2025-present
- Coos Bay Oregon Law Center/Central Oregon Legal Aid Services of Oregon (LASO), Miller Nash Expungement Clinic Pro Bono Attorney, 2022-present
- Sport Oregon, Young Professionals Board Member, 2026-present
- Women in Sports & Events (WISE), Portland Chapter, Member
- Blanchet House, Emerging Professionals Board, 2023-present
- Youth Villages, Ambassador Board Member, 2022-2025
- Lewis & Clark Small Business Legal Clinic, Pro Bono Attorney
- Willamette University College of Law
  - Mentor, 2020-present
  - Racial Justice Task Force, Member, 2020-2021

## Representative Experience

### Sports, Entertainment & Media

- Supports professional sports franchise through working in-house. Negotiates and prepares various contractor agreements, sponsorship agreements, broadcast agreements, and various one-off agreements.
- Provided comprehensive legal counsel for all aspects surrounding professional athlete retirement sporting event.
- Provides legal counsel and prepares agreements on matters related to future global sporting event.
- Prepare various equity raising documents, notes, warrants and shareholder agreements for viral YouTuber's company, including Series Seed-2 Preferred and Series A Preferred offerings.
- Prepare licensing, service, sponsorship, and other agreements for YouTuber's company.
- Assist leading multimedia talent management company with formation of and investment in a number of startups.
- Advise TikTok fashion influencer on a variety of partnership agreements.
- Draft college athlete NIL agreements.

### Franchise & Distribution

- Represented fitness and wellness company in a series of franchise acquisitions. The company has over 200 franchise studios and an online-workout streaming-subscriber base in 100+ countries.
- Represented company in the sale of their franchise cabinet shelf business. This deal was unique due to a number of factors, including an expedited timeframe and multiple stakeholders. Our team interfaced with stakeholders, including the lender, and negotiated terms of small business lending, franchiser review, and specific regulatory requirements. The agreements were negotiated, reviewed, and signed in under 2 weeks and the deal ultimately closed within a month.

- Represented franchise client with \$170 million joint venture.
- Assisted waste and disposal franchise client with acquisition of 15+ franchise locations throughout the US.
- Advise clients on compliance with business opportunity and acquirement of franchise locations and franchise systems.
- Assist boutique fitness franchise with acquisition of competing franchise systems and global expansion.
- Assisted boutique fitness franchisee acquire franchise location.
- Structure license relationships for franchise expansion in nontraditional locations.

### **Mergers & Acquisitions**

- Advised a manufacturer of lift truck attachments and accessories in the eight-figure acquisition of a regional manufacturing facility. Our role included full due diligence, contract drafting and negotiation, and closing logistics.
- Represented fitness studio franchisor in acquisition of competing franchise system.
- Assisted composites company in sale of its subsidiary for \$35 million.
- Assisted shareholders in sale of marine construction business for \$18 million.
- Assisted waste removal franchisor in acquisition of six franchise locations for \$20 million.
- Assist real estate franchisor in acquisitions of various franchisee businesses.

### **Business & Corporate**

- Represented an advanced wave-generating technology in redomiciling the company from Australia into the United States. This sophisticated deal included many securities issues, international tax considerations, and a responsibility to over 450 shareholders. In addition to creating strategy for the primary redomiciling transaction, we advised the company with respect to several side projects including private offerings in Australia and the United States.
- Advise a wide range of entities and individuals in corporate formation, organization and drafting matters, including preparation of operating agreements and bylaws, shareholder and voting agreements, stock/unit purchase and sale agreements, promissory notes and security agreements, warrants, consents and resolutions, equity incentive plans and grants, and various service agreements.
- Assisted machine learning product company in conducting \$25 million Series C Preferred Stock offering.
- Prepared and negotiated agreement for higher education institute establishing a new graduate program for nurses.

### **Alcoholic Beverage**

- Assist international cruise line company with multi-state liquor licensing.
- Provide counsel to corporate clients on a wide range of compliance and permitting issues, including cannabis, hemp, and liquor.
- Represented wine collective with formation and sale of ownership units.

### **Securities**

- Represent a clinical stage biotechnology company in completing a public tender offer to exchange existing warrants to purchase approximately 127 million shares of common stock for warrants with a reduced exercise price, including filing the tender offer materials with the SEC, followed by registering the shares received upon exercise of the warrants with the SEC, along with other shares and warrants held by selling stockholders, for a total offering of approximately 487 million shares.
- Review and draft required and voluntary reports for public companies, including disclosures on Form 8-K, Form 10-K and transaction-related disclosures.

- Prepare legal opinions for Rule 144 restricted stock sales.
- Assist multiple banking clients with annual proxy season and prepare related documents.

## Publications

- “SEC Rule Amendments on Insider Trading Arrangements,” Miller Nash, *Bank Law Monitor* (Dec. 2022)

## Presentations

- “Considerations for Representations and Warranties and Key Indemnification Provisions,” Miller Nash, presentation for International Business Associates (May 2025)
- “How to Exit Your Business with Confidence,” Northwest Food Show, panelist (Apr. 2025)

## Recognition & Honors

- Selected for inclusion as an Oregon Super Lawyer—Rising Star, 2025-present
- Recipient of the Multnomah Bar Association Young Lawyers Section’s Award of Merit, 2024

## Personal Activities

Alex was born and raised in Boise, Idaho. She has been in Oregon for over a decade and enjoys exploring everything the Pacific Northwest has to offer. Outside of work, she is an avid skier, lifelong ballet dancer, occasional half marathon runner, novice mountain biker, and self-proclaimed craft beer connoisseur.