Howard M. Groedel

Partner

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Cleveland - 216.583.7118

Howard focuses his practice on securities law, securities regulatory and investigatory matters and corporate transactions. He counsels public and privately held companies in the issuance of debt and equity securities; mergers, acquisitions and dispositions; federal and state securities law compliance; and general corporate transactional and governance matters. He also advises private equity funds, hedge funds, commodity pools, brokerage firms, and registered investment advisers with respect to formation, operation and regulatory matters. Howard has achieved the highest rating, AV Preeminent®, from Martindale-Hubbell®, and has been named to the Ohio Super Lawyers list.

Education

- Miami University (B.A., *cum laude*, 1979)
  - Institute of European Studies, London, England (1977-78)
- The George Washington University Law School (J.D., 1982)

Bar Admissions

- Ohio

Professional Affiliations

- American Bar Association (*Corporation, Banking and Business Law Section*)
- Cleveland Metropolitan Bar Association (*Securities Law Section*)
- Leadership Cleveland (*Member and Class President, Class of 2003*)

Community Involvement

- Chair-ity, Inc. (*Chair*, *Board of Directors*)
- Cleveland Institute of Art (*Board of Directors*)
- Ingenuity of Cleveland (*Member of Executive Committee*)
- Y-Haven (*Member of Board of Trustees*)
- ORT America, Cleveland Chapter (*Member of Board of Trustees*)
- Gross Schechter Day School (*Former Member, Board of Trustees and Vice President*

Practices & Industries

- White Collar Defense and Corporate Investigations
- Alternative Investment & Investment Management
- Capital Markets & Securities Transactions
- Corporate Governance
- Private Equity
- Risk Management & Regulatory Compliance
- Securities & Corporate Governance Compliance
- Financial Services Regulatory
- Governance Disputes & D&O Litigation
- Business Law
- Financial Services
- Broker-Dealer & Investment Litigation
- Mergers & Acquisitions
- Financial Services Industry

(*2003-2006*))

- American Jewish Committee, Cleveland Chapter (*Past President*)

Awards & Honors

- Named to *The Best Lawyers in America*, Securities/Capital Markets Law; Securities Regulation (2021-2026)
- AV Preeminent Peer Review Rated – Martindale-Hubbell
- Named to the Ohio Super Lawyers list (2013; 2015-2019; 2023-2026)

Experience

Securities Regulatory and Investigatory Matters

- Serve as lead outside counsel to numerous broker-dealers, registered investment advisers, wealth management firms, and other financial institutions in connection with regulatory and transactional matters.
- Representing publicly held companies and non-traded real estate investment trusts in connection with SEC Enforcement investigation involving accounting matters, FCPA, Regulation FD, insider trading, and stock market manipulation.
- Representing hedge funds in connection with CFTC and SEC public pension fund pay-to-play investigations.
- Representing broker-dealers in connection with FINRA and state securities regulatory investigations of their sales and supervisory practices, compliance procedures, private placements and underwriting obligations.
- Representing investment banking firms in connection with M&A engagements and regulatory compliance matters.
- Representing auditor of SEC-registered money market fund in connection with SEC investigation and administrative proceedings involving alleged improper audit procedures.
- Representing national brokerage firm and custodian of self-directed individual retirement accounts and 401(k) plans in connection with federal and state regulatory investigations and civil administrative proceedings.
- Representing investment adviser in connection with SEC investigation involving alleged defalcation of approximately $45 million.
- Representing national brokerage firm in connection with FINRA investigation involving firm's practices in connection with the marketing of CDOs collateralized by subprime residential mortgages.
- Representing national diversified financial and business services firm in connection with restructuring.
- Representing registered investment advisers with respect to formation, registration, operations, examinations, and compliance matters.

Corporate and M&A Transactions

- Representing private equity funds, hedge funds, venture capital funds, commodity pools, and other collective investment entities in connection with formation, operation, and regulatory matters.

- Representing Asian sovereign wealth fund in connection with U.S.-based investments.
- Representing private equity funds in connection with sale of portfolio companies to both strategic and financial buyers.
- Representing private equity funds in connection with purchase of portfolio companies from both strategic and financial sellers.
- Representing private companies in recapitalization and restructuring transactions.
- Representing inventors and founders in connection with commercialization and capitalization matters.
- Representing bio-medical investment fund in connection with disposition of its portfolio companies.
- Representing investor groups in PIPE transactions.
- Representing family member involved in dispute with other family members regarding ownership and operation of multi-faceted real estate and waste disposal and recycling businesses.
- Representing nonprofit entities in mergers and combinations, including structuring transactions to preserve critical revenue streams, to allow for strategic growth and expansion of their services.
- Counseling nonprofit organizations with respect to governance issues, third-party service provider agreements, and employment agreements.

Securities Transactions and Counseling

- Representing SEC-reporting companies in connection with preparation of 10-Ks, 10-Qs, annual reports to shareholders, proxy statements, Section 16 reports, board counsel, and corporate governance and shareholder relations matters.
- Representing a leading global business services firm in connection with its IPO.
- Lead securities counsel for several SEC reporting companies in going-private transactions.
- Representing sophisticated investment groups and funds in connection with their investments in publicly traded companies, including filing all required SEC reports.
- Representing controlling shareholder group of NYSE-listed specialty products company in connection with its SEC filings.
- Representing senior management of publicly held companies in connection with their employment agreements, equity issuances, and SEC filing responsibilities.
- Representing NYSE listed international natural resources company in connection with the adoption and implementation of company-wide corporate risk management policies and procedures.
- Representing NSYE listed electronics and electrical equipment company in a proxy contest led by large institutional shareholder.
- Representing NYSE listed precision liquid coatings dispensing company in connection with stock buy-back program and preparation of 10b5-1 plans.

News & Media

August 21, 2025
UB Greensfelder Attorneys Recognized in The Best Lawyers in America® 2026 List

December 17, 2024
Ohio Super Lawyers Recognizes 57 UB Greensfelder Attorneys in 2025

August 15, 2024
UB Greensfelder Attorneys Recognized in The Best Lawyers in America® 2025 List

December 29, 2023
Ohio Super Lawyers Recognizes 50 Ulmer Attorneys in 2024 Lists

August 17, 2023
Ulmer Attorneys Recognized in The Best Lawyers in America® 2024 Report

January 6, 2023
Ohio Super Lawyers Recognizes 69 Ulmer Attorneys in 2023 Lists

August 18, 2022
Ulmer Attorneys Recognized in The Best Lawyers in America® 2023 Report

In the News

- *Financial Advisor IQ*, "Ex-LPL FA Benched over Undisclosed Work for Streaming Co."
(April 28, 2026)