

## PRACTICE

# Corporate / Mergers & Acquisitions

## KEY CONTACTS

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## OVERVIEW

Businesses in all stages of development, from [start-ups](#) to companies experiencing rapid growth to those coping with heavy competition in their mature phases, depend on [our corporate team](#). We partner with our clients on complicated mergers and acquisitions and equity and debt financings, throughout the U.S., Canada, and abroad.

Our corporate team also provides advice on commercial contracts, business succession matters, entity selection and formation, licensing, tax issues, regulatory, securities compliance and strategic partnering issues. In addition, businesses have access to many other capable lawyers in other practice areas, such as employment, real estate, commercial and public finance.

Our corporate governance team has extensive experience in advising boards of directors, board committees, and executive officers in the performance of their duties in varying situations, both extraordinary and routine. Our extensive experience in this area results in our being well versed in traditional corporate fiduciary standards, as well as in the extensive and ever-changing body of legislation, regulation, and listing standards that both define and shape the responsibilities of directors and officers of companies.

Businesses also rely on our corporate team to protect their trademarks and other intellectual property. We advise clients on the likelihood of trademark registration with the United States Patent and Trademark Office, and the strength of their marks and prosecute trademark applications before the United States Patent and Trademark Office and internationally. We also advise on protection of copyrightable material and draft and negotiate license agreements for licensing intellectual property.

No matter which stage your company is in, or how the competitive landscape looks, our corporate team will work with you to identify your business objectives and risks while providing sound legal advice.

## How Our Corporate / Mergers & Acquisitions Attorneys Can Help

- Entity selection, formation and governance
- Stockholder Agreements and LLC Operating Agreements

- Private placements including angel and venture capital equity financings
- Equity incentive plans
- Debt financings
- Mergers and acquisitions, including assistance with negotiating letters of intent transaction structures
- Dispositions of businesses
- Distressed sales
- Wind-downs and dissolutions
- Protection from takeovers
- Recapitalizations and restructurings
- Partial and complete liquidations
- Stock redemption programs
- Succession planning
- Estate planning transfers of equity ownership to trusts
- Employment issues and partnership disputes
- Business disputes
- Intellectual property protection, including licensing arrangements and general contract matters, trademark and copyright registrations, website terms of use and privacy policies, non-disclosure and assignment of inventions agreements, non-competition and non-solicitation agreements, transfers of IP assets into newly formed entities, and intellectual property infringement
- General corporate advice for businesses and business owners

## EXPERIENCE

### CORPORATE

- Entity formation (LLC and Corporations) and drafting of core governing documents including operating agreements and bylaws
- Advice on general corporate matters including corporate governance issues, board matters, shareholder rights and equity incentive plans
- Reviewing, negotiating and drafting a broad range of commercial contracts, including:
  - Non-disclosure agreements
  - Customized master services agreements for clients in various industries, including software technology companies
  - Independent contractor agreements
  - Licensing and subscription agreements
  - Terms of use and privacy policies for websites and mobile applications

- Reinstatement and dissolution of entities
- Terms and conditions for an online publication platform
- Purchase and installation agreements for a clean energy company
- End user agreements for SaaS based companies
- Terms and conditions for an online retail platform in licensing of intellectual property for customization and use in a Fintech platform to be sold to end users
- Negotiated and documented major supply and services agreements on behalf of technology client

## MERGERS & ACQUISITIONS

- Sale of an industrial supply company to a private equity sponsor
- Acquisition of an agricultural technology company by private equity sponsor
- Sale of a crowdfunding platform company to a healthcare advisory firm
- Sale of a jet engine components business, to a privately-held aerospace engine component manufacturing company
- Sale of a multiple location medical practice
- Acquisition of a marine coatings distributor by a group of entrepreneurs
- Acquisition of a call center for a clean energy installation company
- Sale of a shipping outsource firm to a trucking company
- Acquisition of a drop shipping business by an online retail platform
- Private equity owner and global technology companies in several strategic acquisitions throughout the U.S. and abroad
- Acquisition of an online reviews business by a serial entrepreneur
- Acquisition of an auto repair chain by a group of employees