

PRACTICE

Corporate/M&A

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OVERVIEW

CORPORATE/M&A

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.

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 we 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
- 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
- General corporate advice for businesses and business owners

EXPERIENCE

Structuring and closing a complicated business expansion

In 2016, a regional company with retail holdings wanted to grow its business in the Northeast. Under a tight timeframe, we helped our client quickly acquire about 40 stores in three states, a deal involving approximately \$110 million in assets. The complicated transactions included structuring and implementing a bid proposal process, financing, acquisition with a sale/leaseback and dealing with important environmental issues. In the course of the assignment, our lead attorney coordinated a team of professional advisors inside and outside the firm.

Helping a manufacturer sell his business

The founder and owner of a 20-year-old-plus manufacturing company in New England received an attractive, unsolicited offer to buy his business. We helped with due diligence and negotiation of the terms of the stock sale. We worked opposite Chicago counsel in handling the seller's needs. In the process, we formed and quarterbacked a team of trusted advisors for the client.

Successfully closing of the sale of business assets

A medical professional was planning to retire and needed help disposing of certain business assets. We assisted the client with the sale of his business and real estate, including crafting an agreement with the new owner that allowed our client to continue to work during a transition period.

Resolving a conflict between co-owners

An existing client came to Bowditch & Dewey when problems surfaced with the co-owner of her business. We successfully negotiated a settlement agreement and buy-out of the minority owner.

Advising new business during formation and financing

The creators of a dating website worked with our corporate team starting with formation of the entity, through the entity's lifespan, including four rounds of equity financing, a round of venture debt financing, and a sale of the entity to Match.com.

Advising business in the negotiation of a commercial contract

A business owner worked with our corporate team in the drafting and negotiation of a contract providing for the sale and distribution of goods in international markets.

OTHER EXPERIENCE

Estate and business succession planning

- Majority owner of a manufacturing company in the development of a succession plan including drafting and negotiation of a Transition Services Agreement and Employment Agreement
- Family-owned service company with the transfer of ownership interests for estate planning purposes followed by the redemption of one of the sibling's ownership interests in the business

Purchase and sale of businesses

- Seller of a medical practice in the sale of his practice and the building in which it operated, and negotiated an employment arrangement for him following the sale
- Majority owner of a construction company in the drafting and negotiation of the principal agreements related to the sale of two businesses
- Employee of service company in the drafting and negotiation of the principal agreements related to the acquisition of an ownership interest in the company