Mergers & Acquisitions

Efficient for small deals, with the horsepower for $1 billion+ transactions.

No two business deals are alike. The parties involved, business objectives, and timetables vary from deal to deal – and sometimes from day to day. Our attorneys have worked on hundreds of transactions to achieve optimal outcomes for a wide variety of clients – from small businesses to family offices to private equity firms and public companies, domestic and international.

Overview

Navigating the urgency of fast-moving business transactions . . .

We recognize that the window of opportunity to get a deal done can often be tight, and we have extensive experience handling a full range of transactions – mergers and acquisitions, divestitures, restructurings, leveraged buyouts, and joint ventures – under tight deadlines.

. . . nimbly, efficiently, and with keen attention to the details

We work to complete transactions that achieve a client's business objectives while instilling confidence that the full range of issues relevant to each transaction – including tax, employee benefits, intellectual property, environmental liability, antitrust, and more – have been vetted and addressed.

Our Mergers and Acquisitions team has the experience to focus on a broad range of client needs and expectations:

- **Industry experience**. Our team has handled deals across dozens of industries, including information technology, heavy equipment, construction, health care, telecommunications, entertainment and gaming, financial services, and others.
- **Pre-transaction counsel**. For clients considering whether a sale or acquisition may be the next step in their business, our attorneys offer pre-transaction counseling. We advise clients across a wide spectrum of business needs – from buyers looking for acquisition targets to sellers moving a business due to financial distress or other involuntary proceedings.
- **Corporate finance**. Members of our team maintain relationships with appraisers, business brokers, and financing sources, allowing us to assist with all types of corporate finance options.
- **Due diligence**. We guide buyers and sellers through due diligence and legal reviews of offer sheets and purchase, sale, and merger agreements to ensure that all relevant legal issues are thoroughly analyzed.
- **Representations and warranties insurance**. Our team frequently monitors deals for underwriters, giving us insight into market trends and best practices as they evolve. This insight informs not only our work for those underwriters or for M&A clients considering a representations and warranties policy, but also our work on other M&A transactions.
- **Governance issues and regulatory needs**. We are cognizant that owner- and board-level governance issues and regulatory needs may arise in the context of a proposed transaction, including matters related to antitrust, tax,

securities, and operational considerations. With our deep experience handling all of these needs, clients have confidence that all details have been handled, including in the crucial time period between signing and closing.
- **Creativity**. Whether a merger or asset deal, our team works to structure deals to the unique situations of clients. We understand the tax complexities and family dynamics of selling part of a company as well as emerging and shifting regulatory obligations facing public companies. When circumstances change or unique needs arise, we look for and embrace creative solutions.
- **Efficiency and lean staffing**. We deliberately staff all M&A matters for what a client needs — no more and no less.

Experience

- Represented an industry-leading managing underwriter of representations and warranties insurance policies on more than 200 merger and acquisition transactions.
- Represented an issuer in a $35 million offering of nonvoting membership interests, the subscription funds from which offering were used to invest in two hospitality properties located in one or more opportunity zones.