

BUSINESS ORGANIZATIONS, ACQUISITIONS AND CONVEYANCES

BUSINESS TRANSACTIONS DIVISION

Led by a former business owner who sold his company to a NYSE-listed corporation, our business lawyers understand firsthand the challenges faced by our clients. When you hire us, we become part of your team, always positioning you for success. Our focus is to achieve results for our clients in an efficient and cost-effective manner. We assist businesses ranging from start-ups to multinational corporations throughout the various stages of their development. A particular focus of our practice is working with business owners to achieve their growth objectives with the goal of successfully transitioning their businesses through sales to third parties, family members or groups of key employees.

We also handle regulatory and compliance issues, and draft and negotiate every conceivable contract you might need as a business owner, including agreements between shareholders, members, and joint venture partners, as well as employment agreements and deferred compensation plans for executives and senior managers. In addition, we assist clients with the purchase and sale of business assets and real estate.

Many of our lawyers formerly worked at large law firms and are highly skilled practitioners that can handle complex matters. Putting our clients' interests first, we offer strong legal representation, overcoming obstacles and paving a smooth path to the finish line. For instance, we recently represented the principal of a company in a minority recapitalization. As a result of the transaction, the business owner was able to gain personal liquidity and diversify his personal portfolio by taking an eight-figure distribution from the loan proceeds provided to his company. This was accomplished without the owner providing a personal guarantee of the company's indebtedness.

MERGERS & ACQUISITIONS AND JOINT VENTURES

We have particular experience with mergers and acquisitions for middle market transactions. We focus our representation on companies that are selling assets or equities to private equity groups and large strategic buyers. For example, we recently closed a large sale transaction for a client to a private equity group, successfully negotiating a number of sensitive deal points relating to licensing, regulatory compliance, amount and payment of earn-out, and our client's equity participation in the acquiring entity. We are also skilled in partnership and joint venture transactions that involve both debt and equity contributions, where waterfall provisions and various capital structures are utilized.

BUSINESS FORMATION

The business entity you select today can have an impact on your company's profitability, tax status and success for years to come. We analyze your business model and recommend entity selection and structure, including the use of holding and operating companies. Based upon your business objectives, it is our goal to help create a corporate structure that is tax efficient, provides asset protection, and allows for the continued growth of your company.