



Lesley P. Adamo

Partner

New York

T: +1 646.414.6974 | F: +1 973.422.6853

ladamo@lowenstein.com

Lesley works closely with clients, as well as her corporate colleagues, to understand clients' business objectives and help ensure that transactions are structured tax-efficiently. She provides counsel on a variety of transactional tax matters, including corporate, partnership, and individual tax issues arising at the federal, state, and international levels, and she advises clients in connection with mergers and acquisitions, joint ventures, fund formation, and the various tax issues specific to startup businesses and their founders. Lesley also has extensive experience in various other tax matters, such as cross-border transactions, blockchain transactions, qualified opportunity funds, bankruptcy-related issues, and derivative transactions.

Prior to joining the firm, Lesley was an associate at Winston & Strawn, where she focused on tax planning matters for high-net-worth individuals, multinational corporations, and investment funds. During law school, Lesley provided pro bono legal services through Fordham University School of Law's Tax and Consumer Litigation Clinic, where she represented clients in consumer transaction and tax controversy matters.

EXPERIENCE

- > Represented TRANZACT, and its executive management team, a provider of comprehensive, direct-to-consumer sales and marketing solutions for leading insurance carriers in the United States, in its \$1.4 billion sale to Willis Towers Watson, a leading global advisory, brokering and solutions company.
- > Represented Ethoca, a global provider of technology solutions that help merchants and card issuers collaborate in real-time to quickly identify and resolve fraud in digital commerce, in its acquisition by Mastercard (NYSE: MA).
- > Represented Cambium Learning Group, Inc. (Nasdaq: ABCD), a leading SaaS educational technology solutions company, in its \$900 million acquisition by Veritas Capital, a New York-based private-equity firm.
- > Represented Regulatory Professionals, Inc., a global integrated regulatory outsourcing providers to the pharmaceutical, biopharmaceutical, and medical device industries, in its acquisition by Premier Research, a global provider of clinical development services to biopharmaceutical product innovators.
- > Represented Aceto Corporation, an international company engaged in the development, marketing, sale and distribution of human health products, pharmaceutical ingredients and performance chemicals, in the \$411 million sale of its chemical business assets, plus the payment of cure costs and the assumption of certain liabilities, to an affiliate of New Mountain Capital, LLC, through a Court-supervised process under Section 363 of the Bankruptcy Code.
- > Represented Aceto Corporation, an international company engaged in the development, marketing, sale and distribution of Human Health products, Pharmaceutical Ingredients and Performance Chemicals, in the \$137 million sale of its pharmaceutical business assets, including the payment of cure costs and the assumption of certain liabilities, to an affiliate of Seven Life Sciences Limited and Shore Pharma Investments, LLC, through a Court-supervised process under Section 363 of the Bankruptcy Code.
- > Represented FTP Power LLC (sPower), the largest independent owner, operator, and developer of utility-scale solar assets in the United States, in its \$2.1 billion sale to affiliates of The AES Corporation and Alberta Investment Management Corporation by Fir Tree Partners and sPower's minority owners.
- > Represented The Estée Lauder Companies Inc., one of the world's leading manufacturers and marketers of quality skin care, makeup, fragrance, and hair care products, in its \$1.45 billion acquisition of Too Faced, one of the fastest-growing makeup brands in the specialty-multi and online categories.
- > Represented Vesey Street Capital Partners (VSCP), as part of the recapitalization of HealthChannels, the parent company of ScribeAmerica. VSCP, a strategic private equity firm dedicated to health care services investments, led the recapitalization alongside HealthChannels' management team.
- > Represented The Estée Lauder Companies Inc. in its acquisitions of BECCA Cosmetics, RODIN olio lusso, and Smashbox Beauty Cosmetics.
- > Represented TRANZACT, the leading provider of direct-to-consumer sales and marketing solutions for insurance carriers in the United States, in its sale to private equity fund Clayton Dubilier & Rice.
- > Represented 160over90, a national branding and creative services agency, in the sale of a majority stake to Searchlight Capital Partners, a private equity firm.
- > Represented The Estée Lauder Companies Inc. in its acquisition of By Kilian, a Paris-based prestige fragrance brand.

- > Represented System One Holdings, LLC's management team, a leading professional staffing company focused on the nuclear wind and solar industries, in connection with Thomas H. Lee Partners L.P.'s investment in System One.
- > Represented Fir Tree Inc. and its affiliated funds as the majority stockholder of CiG Wireless Corp. (OTCBB: CIGW) in connection with the \$150 million merger between CiG Wireless and Vertical Bridge Holdings LLC.
- > Represented Indorama Ventures Public Company Limited in its acquisition from BP Amoco Chemical Company of a 1,000-acre manufacturing facility located in Decatur, Alabama, which produces one million metric tons of annual purified terephthalic acid capacity and 732,000 metric tons of paraxylene capacity.
- > Represented Celimmune LLC, a clinical development-stage immunotherapy company focused on treating and preventing autoimmune diseases, in connection with its licensing of a Phase 2-stage, anti-IL-15 monoclonal antibody (AMG 714) from Amgen (Nasdaq: AMGN).
- > Represented The Estée Lauder Companies Inc. in its acquisition of GLAMGLOW, a Hollywood skin care brand.
- > Represented The Estée Lauder Companies Inc. in its acquisition of Editions de Parfums Frédéric Malle, the storied fragrance brand established by the iconic perfumer Frédéric Malle.
- > Represented The Estée Lauder Companies Inc. in its acquisition of Le Labo, the high-end fragrance and sensory lifestyle brand with a distinct French heritage and an emphasis on fine craftsmanship and personalization.
- > Represented long-time private equity fund client Veronis Suhler Stevenson and its portfolio company, TRANZACT, in connection with VSS's exit from its investment in White Mountains Insurance Group Ltd.

HONORS & AWARDS

- > **Super Lawyers: Rising Star (2015-2019)**
- > **Leadership Council on Legal Diversity: Fellows Program (2019)**
Landmark program created to identify, train, and advance the next generation of leaders in the legal profession

NEWS & INSIGHTS

Publications

- > April 20, 2020
"Updates on Tax Deadlines and Key Tax Provisions of the CARES Act," *Lowenstein Sandler LLP*
Brian A. Silikovitz, Andrew E. Graw, Lesley P. Adamo, Darren Goodman, Robert B. Krieger
- > March 27, 2020
"Key Tax and Employee Benefits Provisions of the CARES Act," *Tax and Employee Benefits & Executive Compensation Client Alert*
Brian A. Silikovitz, Andrew E. Graw, Michael N. Gooen, Michael Walutes, Lesley P. Adamo, Christine Osvald-Mruz, Darren Goodman, Sophia Mokotoff, Kristin V. Taylor, Min Xue, Robert B. Krieger
- > March 21, 2020
"Tax Day Moved From April 15 to July 15," *Tax Client Alert*
Brian A. Silikovitz, Steven S. Rogers
- > February 21, 2020
"2019 and Q1 2020 Developments and Annual Compliance Checklists," *Investment Management Client Alert*
Scott H. Moss, Brian A. Silikovitz, Lesley P. Adamo, Mary J. Hildebrand CIPP/US/E, George Danenhauer
- > February 8, 2020
"Growth Company & Startup Guide To Stock Vesting / "Restricted Stock" (Section 83(b) Elections)," *Forbes*
Ed Zimmerman, Lesley P. Adamo
- > January 6, 2020
"Qualified Opportunity Funds: Answers and Questions (Update #3-Final Regulations Released)," *Tax Client Alert*
Lesley P. Adamo, Michael N. Gooen
- > April 23, 2019
"Qualified Opportunity Funds: Answers and Questions (Update #2)," *Lowenstein Sandler Client Alert*
Lesley P. Adamo, Michael N. Gooen, Michael Walutes
- > April 9, 2019
"Potentially Improved Tax Treatment of the New Post-Money SAFE," *Tax Client Alert*
Lesley P. Adamo
- > March 12, 2019
"2018/2019 Developments and Compliance Checklists," *Investment Management Client Alert*

Scott H. Moss, Andrew E. Graw, Mary J. Hildebrand CIPP/US/E, Brian A. Silikovitz, Lesley P. Adamo, George Danenhauer, Megan Monson

- > October 23, 2018
"Qualified Opportunity Funds: Answers and Questions (Update #1)," *Lowenstein Sandler Client Alert*
Lesley P. Adamo, Michael N. Gooen
- > August 28, 2018
"Qualified Opportunity Funds: Answers and Questions," *Lowenstein Sandler Client Alert*
Lesley P. Adamo, Michael N. Gooen
- > July 12, 2018
"Tax Treatment of SAFEs," *Tax Client Alert*
Lesley P. Adamo
- > December 26, 2017
"Key Tax Provisions Affecting Hedge Funds, Private Equity Funds And Other Investment Vehicles," *Tax Client Alert*
Brian A. Silikovitz, Kenneth J. Slutsky, John L. Berger, Michael N. Gooen, Michael Walutes, Lesley P. Adamo, Sophia Mokotoff, Kristin V. Taylor, Min Xue
- > December 22, 2017
"Key Partnership Tax Provisions," *Tax Client Alert*
Brian A. Silikovitz, Kenneth J. Slutsky, John L. Berger, Michael N. Gooen, Michael Walutes, Lesley P. Adamo, Sophia Mokotoff, Kristin V. Taylor, Min Xue
- > December 22, 2017
"Key Foreign Tax Provisions," *Tax Client Alert*
Brian A. Silikovitz, Kenneth J. Slutsky, John L. Berger, Michael N. Gooen, Michael Walutes, Lesley P. Adamo, Sophia Mokotoff, Kristin V. Taylor, Min Xue
- > December 22, 2017
"Key Individual Tax Provisions," *Tax Client Alert*
Brian A. Silikovitz, Kenneth J. Slutsky, John L. Berger, Michael N. Gooen, Michael Walutes, Lesley P. Adamo, Sophia Mokotoff, Kristin V. Taylor, Min Xue
- > December 22, 2017
"Key Corporate & Business Tax Provisions," *Tax Client Alert*
Brian A. Silikovitz, Kenneth J. Slutsky, John L. Berger, Michael N. Gooen, Michael Walutes, Lesley P. Adamo, Sophia Mokotoff, Kristin V. Taylor, Min Xue
- > December 22, 2017
"Key Tax-Exempt Organization Provisions," *Tax Client Alert*
Brian A. Silikovitz, Kenneth J. Slutsky, John L. Berger, Michael N. Gooen, Michael Walutes, Lesley P. Adamo, Sophia Mokotoff, Kristin V. Taylor, Min Xue
- > December 22, 2017
"Key Corporate & Business Tax Provisions," *Corporations Tax Alert*
Brian A. Silikovitz, Kenneth J. Slutsky, John L. Berger, Michael N. Gooen, Michael Walutes, Lesley P. Adamo, Sophia Mokotoff, Kristin V. Taylor, Min Xue
- > December 22, 2017
"New Tax Act: Trust & Estate Planning Considerations," *Trust and Estates Client Alert*
Brian A. Silikovitz, Kenneth J. Slutsky, John L. Berger, Michael N. Gooen, Michael Walutes, Lesley P. Adamo, Sophia Mokotoff, Kristin V. Taylor, Min Xue
- > January 26, 2017
"Year-End Developments and Compliance Checklists," *Investment Management Client Alert*
Scott H. Moss, Ethan L. Silver, Andrew E. Graw, Brian A. Silikovitz, George Danenhauer, Lesley P. Adamo

In the Media

- > April 28, 2020
Bloomberg Businessweek references Lowenstein's **Updates on Tax Deadlines and Key Tax Provisions of the CARES Act**, authored by **Brian A. Silikovitz, Andrew E. Graw, Lesley P. Adamo, Darren Goodman**, and **Robert B. Krieger** and republished in **JD Supra**. The article recommends the employee retention tax credit for business owners who have not received adequate relief from either the SBA's Paycheck Protection Program (PPP) or Economic Injury Disaster Loan (EIDL) program.
- > April 15, 2020
Lowenstein's representation of **Veronis Suhler Stevenson** in the completion of its investment (with NewSpring Health Capital) in the **BRC Recovery Family of Programs** is noted in the **Global Legal Chronicle**. The Lowenstein deal team included **Steven E. Siesser, Eileen Overbaugh, Traci M. Tomaselli, Brooke A. Gillar**, and **Lesley P. Adamo**. **View Lowenstein's news announcement about this transaction.**
- > November 11; November 14, 2019
Lowenstein Sandler's representation of **ZMC** in its investment in **CommentSold, Inc.** is noted in **The PE Hub Network, Business Wire, Financial News**, and the **Global Legal Chronicle**. The Lowenstein team included **Steven E. Siesser, Lesley P. Adamo, Elisia M. Klinka, Darren Goodman, Julie Levinson Werner, Anita L. Chapdelaine, Nicole Rae Morales, Nicole Stefanelli, Megan Monson, Eric Jesse, Sophia Mokotoff, Carly S. Penner, Bryan Sterba, Manali Joglekar, Mark P. Kesslen, Daniel A. Suckerman, Kimberly E. Lomot**, and **Doreen M. Edelman**. **View Lowenstein's news announcement about this transaction.**
- > November 6-10, 2019
Lowenstein's representation of **MKG, Pink Sparrow**, and **Maneesh K. Goyal**, the founder and chairman of both companies, in those entities' acquisition by Acceleration Community

- of Companies is noted in **The Hollywood Reporter**, **Business Wire**, the **Valdosta Daily Times**, the **Global Legal Chronicle**, **PR Week** and **citybizlist**. The Lowenstein deal team included **Steven E. Siesser**, **Traci M. Tomaselli**, **Lesley P. Adamo**, **Nicole Stefanelli**, **Madeline Roe**, **Sophia Mokotoff**, and **Megan Monson**. **View Lowenstein's news announcement about this transaction.**
- > March 12-April 18; May 24, 2019
Mondaq News, **Retail Dive**, **The PE Hub Network**, **StreetInsider.com**, and the **Global Legal Chronicle** cover news of Lowenstein client Ethoca's acquisition by Mastercard. (The Lowenstein deal team included: **Steven E. Siesser**, **Traci M. Tomaselli**, **Anthony O. Pergola**, **Lesley P. Adamo**, **Jeffrey Blumenfeld**, **Jeffrey M. Shapiro**, **Jack Sidorov**, **Michael J. Mueller**, **Darren Goodman**, **Megan Monson**, **Gina M. Seong**, **James McDonough**, **Sophia Mokotoff**, **Erica Perlmutter**, and **Lauren Killeen**.) **View Lowenstein's news announcement about this transaction.**
 - > January 2-7; May 8, 2019
Lowenstein's 2019 promotion of seven lawyers to partner and six to counsel (including three women in each category) is noted in **Bloomberg Law – Big Law Business**. These promotions are also highlighted in **LawFuel**, **The Deal**, and the Commerce and Industry Association of New Jersey's (CIANJ) **Business Beat** newsletter, with **Lesley P. Adamo**, **Dmitry Andreev**, **Marc S. Kurzweil**, **James B. O'Grady**, **Eileen Overbaugh**, **Peter Slocum**, and **Julie Levinson Werner** highlighted as newly elected partners and **Brandon Fierro**, **Joseph G. Jones**, **Robert Lynn**, **Brianne Perlman**, **Nedda N. Salehi**, and **Leah Satlin** listed as promoted to counsel. **Gary M. Wingens** is quoted regarding the critical role these lawyers will play in the firm's continued success. **Law360** notes our partner elevations in an article highlighting firms' Q1 promotions. (*subscription required to access certain content*) **View Lowenstein's news announcement about these promotions.**
 - > February 19, 2019
Lowenstein's selection of tax partner **Lesley P. Adamo** to represent the firm in the 2019 Leadership Council on Legal Diversity Fellows Program is highlighted in the Commerce and Industry Association of New Jersey's (CIANJ) **Business Beat** newsletter.
 - > January 7, 2019
Lowenstein Sandler is noted as lead counsel to Vesey Street Capital Partners, LLC (VSCP) in their recapitalization of Elite Body Sculpture as published in **The PE Hub Network**, **Cision PR Newswire**, and **The Business Journals** (Lowenstein deal team: **Marc B. Kramer**, **Brooke A. Gillar**, **Steven E. Siesser**, **Lowell A. Citron**, **Michael Walutes**, **Lesley P. Adamo**, **Eileen Overbaugh**, **Elisia M. Klinka**, **Nicholas Gonski**, **Darren Goodman**, **Megan Monson**, **Eric Jesse**, **Alanna Sandoval**, **Jeffrey M. Shapiro**, **Jack Sidorov**, **Mark P. Kesslen**, **Paul M. Krueger**, **Michael A. Buxbaum**, **Norman W. Spindel**, **Mary J. Hildebrand**, **Bryan Sterba**, **Manali Joglekar**, and **Stuart S. Yusem**.)
 - > October 15; November 30; December 18, 2018
StreetInsider.com, **The Deal**, **citybizlist**, **The PE Hub Network** (October 15, 2018; December 18, 2018), **MarketWatch**, **Law360**, **Global Legal Chronicle**, and **Business Wire** note Lowenstein Sandler as counsel to Cambium Learning Group, Inc. in its \$900 million definitive merger agreement with Veritas Capital. (Lowenstein deal team: **Steven E. Siesser**, **Elisia M. Klinka**, **Brooke A. Gillar**, **Michael J. Mueller**, **Lauren M. Troeller**, **Bianka V. Barraza**, **Lowell A. Citron**, **Jeffrey Blumenfeld**, **Jack Sidorov**, **Jeffrey M. Shapiro**, **Steven M. Skolnick**, **Kate Basmagian**, **Scott Siegel**, **Lesley P. Adamo**, **Sophia Mokotoff**, **Darren Goodman**, **Megan Monson**, **Katie R. Glynn**, **David W. Field**, **Michael A. Kaplan**, **Eric Jesse**, **Nicholas G. Mehler**, **Steven M. Hecht**, **Sean Collier**, **Edward J. Hunter**, **Zarema A. Jaramillo**, **Andrew David Behlmann**, and **Gina M. Seong**.) (*subscription required to access certain content*) **View Lowenstein's news announcement about this transaction.**
 - > November 9; November 18, 2018
The New York Times and the **Herald-Tribune** quote **Lesley P. Adamo** in an article discussing new tax incentives for taxpayers that invest in opportunity zones. The incentives include a deferred tax on capital gains that are used for investment in the opportunity zone and possibly even some tax-free gains from that investment. Adamo notes that tax lawyers should be careful on how they advise their clients considering that this is a new area of investment and that there is a lack of clarity on how the final regulations will look. (*subscription required to access certain content*)
 - > May 30-June 1; September 4-7, 2018
Capacity Media, **The PE Hub Network**, **Fiber Optics Online**, **TMCNet.com**, **PR Newswire** (May 30, 2018; September 4, 2018), and **TeleGeography** note Lowenstein Sandler's representation of Hudson Fiber Network, portfolio company of Tiger Infrastructure Partners, in its all-cash merger agreement with ExteNet Systems, Inc. (Lowenstein deal team: **Michael A. Brosse**, **Eric Swartz**, **Justin Gindi**, **David Leit**, **Michael Walutes**, **Megan Monson**, **Darren Goodman**, **Alexandra S. Droz**, **Eric Jesse**, **Lesley P. Adamo**, and **Marc S. Kurzweil**.)
 - > August 15, 2018
The **Global Legal Chronicle** notes Lowenstein Sandler's representation of **Regulatory Professionals, Inc.** (RPI) in its acquisition by **Premier Research**. The write-up lists the Lowenstein team: **Steven E. Siesser**, **Lowell A. Citron**, **Brooke A. Gillar**, **Lesley P. Adamo**, **Eric Jesse**, **Alexander Brooks**, **Sophia Mokotoff**, **Megan Monson**, **Matthew A. Nemeth**, and **Sami Najib**. **View Lowenstein's news announcement about this transaction.**
 - > July 30-August 6, 2018
The PE Hub Network, **Cision PR Newswire**, and **FierceBiotech** note Lowenstein Sandler as counsel to **Regulatory Professionals, Inc.** (RPI) in its acquisition by **Premier Research**. **View Lowenstein's news announcement about this transaction.**

SPEAKING ENGAGEMENTS

- > Panelist, **Opportunity Zones & the Impact of Tax Reform on Real Estate Strategies: Market Level Update**, Opal Group's Family Office Winter Forum, New York, NY, March 3, 2020
- > Panelist, **Taxation of the Digital Economy**, Practising Law Institute Global Institute on International Taxation 2019, London, UK, June 19, 2019
- > Moderator, **NextGen Blockchain Leaders**, Strongurl BLunch, New York, NY, May 15, 2019
- > Moderator, **Qualified Opportunity Zone Roundtable: Impact of the Newly-Released Regulations and a Market Outlook**, Lowenstein Sandler, New York, NY, May 1, 2019

- > Presenter, **The Tax Cuts and Jobs Act of 2017 and its Impact on the Real Estate Industry**, 49th Annual Sidney Kess New York Estate, Tax, & Financial Planning Conference, New York, NY, October 27, 2018
- > Presenter, **Trends in Fund Formation**, DMS Offshore Women's Compliance Breakfast Series, May 2016

EDUCATION

- > New York University School of Law (LL.M. 2015), Taxation
- > Fordham University School of Law (J.D. 2010); Ruth Whitehead Whaley Scholar; *Fordham Urban Law Journal*
- > Amherst College (B.A. 2007), Economics and Psychology

ADMISSIONS

- > New York