

## Life Sciences

We know your business from the inside out. Our team is led by former senior in-house counsel with broad knowledge and experience in biotech, medical devices, and specialty pharmaceuticals, as well as lawyers with a range of advanced science degrees. We represent our clients in sophisticated transactions throughout their life cycle and handle their litigation, including bet-the-company white collar and antitrust cases. We also provide compliance and regulatory counsel to help with day-to-day management of their businesses. Our clients—including life sciences companies and their investors and bankers—count on us for effective counsel across the full range of their legal needs. They rely on our commitment to their success and our collaborative, practical approach to all their legal matters.

### EXPERIENCE

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- > Represented Zomedica Pharmaceuticals Corp. (NYSE: ZOM), a veterinary diagnostic and pharmaceutical company, in a \$20 million public offering of common stock and warrants.
- > Represented Timber Pharmaceuticals LLC, a privately held biopharmaceutical company focused on the development and commercialization of treatments for orphan dermatologic diseases, in connection with its definitive merger with BioPharmX Corporation. Under the terms of the merger agreement, Timber Pharmaceuticals LLC merged into a wholly owned subsidiary of BioPharmX, with Timber surviving as a wholly owned subsidiary of BioPharmX. The combined company operates under the name Timber Pharmaceuticals, Inc., with its shares trading on the NYSE American under the ticker symbol "TMBR."
- > Represented Timber Pharmaceuticals LLC, a privately held biopharmaceutical company focused on the development and commercialization of treatments for orphan dermatologic diseases, in connection with a \$25 million private placement of common stock and warrants.
- > Represented Delcath Systems, Inc. (NASDAQ:DCTH), an interventional oncology company focused on the treatment of rare primary and metastatic cancers of the liver, in a \$22 million underwritten public offering of shares and warrants and subsequent uplisting to the Nasdaq Capital Market.
- > Represented Corbus Pharmaceuticals Holdings, Inc., a clinical-stage drug development company pioneering transformative medicines that target the endocannabinoid system, in connection with an at-the-market offering of common stock of up to \$75 million.
- > Represented H.C. Wainwright & Co. as the sole book-running manager in connection with the \$31.6 million underwritten public offering of common stock of Actinium Pharmaceuticals, Inc. (NYSE: ATNM), a clinical-stage biopharmaceutical company developing Antibody Radiation-Conjugates.
- > Represented Tonix Pharmaceuticals Holding Corp. (NASDAQ: TNXP), a clinical-stage biopharmaceutical company focused on discovering and developing small molecules and biologics to treat pain, addiction and psychiatric conditions, in connection with an at the market offering of up to \$50 million.
- > Represented Sonnet BioTherapeutics, Inc., a privately-held clinical stage biopharmaceutical company developing innovative targeted biologic drugs, in connection with its merger with Chanticleer Holdings, Inc. to form a company operating under the name Sonnet BioTherapeutics Holdings, Inc., with its shares trading on the Nasdaq Capital Market under the ticker symbol "SONN" and in connection with a private placement of \$19 million and the acquisition of the global development rights for Atexakin Alfa from Relief Therapeutics SA
- > Represented Voltron Therapeutics in connection with a joint venture with Hoth Therapeutics (NASDAQ: HOTH) to develop a Self-Assembling Vaccine (SAV) for COVID-19 with technology exclusively licensed by Voltron from the Vaccine and Immunotherapy Center at Massachusetts General Hospital. The joint entity will be called HaloVax.
- > Represented Cystron Biotech LLC in its sale to Akers Biosciences, Inc. (NASDAQ: AKER), a developer of rapid health information technologies for a combination of upfront cash, common stock, milestones and royalties with a potential deal value in excess of \$25M. Cystron held a license to a novel vaccine platform for COVID-19.
- > Represented National Securities Corporation as underwriter in connection with a \$21 million underwritten public offering of common shares of Oramed Pharmaceuticals Inc. (Nasdaq: ORMP), a clinical-stage pharmaceutical company focused on the development of oral drug delivery systems.
- > Represented TREK Therapeutics in the sale of assets involving a license for a broad spectrum anti-viral for the potential treatment of COVID-19 to NeuroClear Technologies, Inc., a majority owned subsidiary of BioSig Technologies, Inc.
- > Represented Corbus Pharmaceuticals Holdings, Inc., a clinical-stage pharmaceutical company focused on the development and commercialization of novel therapeutics to treat rare, chronic and serious inflammatory and fibrotic diseases, in connection with a \$46 million underwritten public offering of common stock.
- > Represented Oppenheimer & Co. Inc. as sole underwriter in an underwritten public offering of \$26.5 million of common stock for Catabasis Pharmaceuticals, Inc. (Nasdaq: CATB), a clinical-stage biopharmaceutical company.
- > Represented G Tech Bio, LLC in an exclusive out-licensing of a novel potential treatment or cure for Hepatitis B Virus (HBV) to Enochian Biosciences, Inc. Financial terms of the transaction were not disclosed.
- > Represented Matinas BioPharma Holdings, Inc. (NYSE:MTNB) in connection with a clinical stage biopharmaceutical company focused on development of its lead product candidate, MAT9001, for the treatment of cardiovascular and metabolic conditions, in connection with an approximately \$50 million public offering of common stock.
- > Represented CytoDyn, Inc., a clinical stage biopharmaceutical company, in its agreement to license the US rights to commercialize Leronlimab, a potential treatment for HIV, to Vyera Pharmaceuticals, LLS for up to \$87.5 million in upfront and regulatory and sales-based milestone payments.

- > Represented Hildred Capital Management, a New York-based private equity firm, as co-counsel on the majority recapitalization of DermCare Management, LLC and Skin & Beauty Center Management, LLC, a dermatology-focused physician practice management company.
- > Represented Provention Bio, Inc., a clinical-stage biopharmaceutical company, in an underwritten offering common stock and concurrent private placement of common stock to Amgen Inc., totaling \$66 million.
- > Represented Provention Bio, Inc., a clinical stage biopharmaceutical company that develops and commercializes therapeutics and solutions for immune-mediated diseases, in a \$50 million At the Market Offering of common stock.
- > Represented Cancer Genetics, Inc. (NASDAQ: CGIX), a leader in enabling precision medicine in oncology through the use of biomarkers and molecular testing, in their \$23.5 million sale of their BioPharma Services business to Interpace Diagnostics Group, Inc., (NASDAQ: IDXG) a bioinformatics business that provides clinically useful molecular diagnostic tests, bioinformatics and pathology services for evaluating risk of cancer.
- > Represented Motus GI Holdings, Inc., a medical technology company dedicated to improving clinical outcomes and enhancing the cost-efficiency of colonoscopy, in a \$22 million underwritten offering of common stock.
- > Represented Zomedica Pharmaceuticals, Corp (NYSE: XOM), a veterinary diagnostic and pharmaceutical company, in its private placement of up to \$20 million Series 1 preferred shares.
- > Represented Crown Laboratories, Inc., a leading, fully integrated skin care company, and Hildred Capital Partners LLC, a private investment firm, in the acquisition of North American rights to Keri® from GlaxoSmithKline.
- > Represented H.C. Wainwright & Co., LLC, as the underwriter, in connection with a \$28.75 million public offering for Onconova Therapeutics, Inc. (Nasdaq: ONTX).
- > Counsels a pharmaceutical company in the response to an industrial accident, including on-site coordination of the response to the federal, state, and local issues arising immediately after the incident; and the continued compliance with state site cleanup obligations. This representation also includes negotiation of a sale of the property to redevelopers.
- > Represented LifeCell Corporation as trial counsel for approximately 800 products liability cases involving cutting-edge medical technology.
- > Led the defense of Bristol-Myers Squibb against several hundred toxic tort lawsuits designated as a "mass tort" by the New Jersey Supreme Court, with parallel cases pending in the District of New Jersey.
- > Won a decision from the Third Circuit affirming dismissal of RICO, Consumer Fraud Act, and other claims brought by a putative class of third-party payors against Merck, in which the plaintiffs' alleged injury arose from the defendant's supposed marketing of oncology drugs for "off label" indications. This victory was profiled in **Law360**, "How They Won It," July 10, 2012, and is considered to be one of "**The Best Prescription Drug/Medical Device Decisions of 2012**" by some industry experts.
- > Prevailed on all claims following a lengthy evidentiary hearing on behalf of LifeCell Corporation in an arbitration brought by a licensed distributor that claimed it was entitled to exclusive distribution rights to LifeCell's xenograft porcine tissue product.
- > Defended Schering-Plough against securities fraud claims that it misled investors about its manufacturing problems and the risks those problems supposedly posed to FDA approval of a new blockbuster antihistamine drug.
- > Represented a pharmaceutical scientist charged with misbranding pharmaceutical products, including parallel licensing and FDA regulatory matters.
- > Represented a physician accused of participating in a conspiracy to improperly bill Medicare and Medicaid.
- > Represented a biotechnology company and two individual defendants in defense of claims of a hostile work environment and discrimination on the basis of gender, sexual orientation, race, and skin color; quid pro quo sexual harassment; and retaliation.
- > Represented a health care company to resolve a dispute with its employment practices insurer and the insurer's "panel" defense counsel. The dispute involved tripartite relationship conflict issues, bad faith, and a "noncooperation" defense asserted by the insurer.
- > We are representing Aravive Biologics, Inc., as co-counsel, in its pending merger with a wholly owned subsidiary of Versartis, Inc. (Nasdaq:VSAR) in an all-stock transaction.
- > 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 owners of TGaS Advisors in its acquisition by Trinity Partners.
- > Aetion, Inc. in its \$36.4 million Series B financing, in a round led by New Enterprise Associates (NEA) and including, as a new investor, Amgen Ventures, alongside existing investors Flare Capital Partners, Lakestar, and Oxeon Ventures. We previously represented Aetion in its \$11.2 million Series A financing led by Flare Capital Partners and joined by Lakestar.
- > Centivo, a new type of self-funded health plan, in its \$34 million Series A financing led by Bain Capital Ventures, with additional investments from F-Prime Capital Partners, Maverick Ventures, Bessemer Venture Partners, Ingleside Investors, Rand Capital, Grand Central Tech Ventures, and Oxeon Investments.
- > Represented a private equity backed pharmaceutical client in connection with its lease of approximately 38,000 square feet of specially designed laboratory and research and development space at the New Jersey Center of Excellence.
- > Represented a life sciences company which is the owner of over 150 acres of commercial property near Princeton, New Jersey, in connection with the phased sale and redevelopment of the property for commercial and multifamily uses, including the build-to-suit construction and leaseback of an office building and a research and development facility for our client.

- > Represented Provention Bio, Inc. in the completion of asset purchase and a license agreement transactions involving clinical-stage assets with MacroGenics, totaling \$700 million. The license agreement with MacroGenics provides Provention with exclusive global rights for the purpose of developing and commercializing MGDO10 (renamed PRV-3279), a humanized protein and a potential treatment for systemic lupus erythematosus (SLE) and other similar diseases. In the asset purchase agreement, Provention Bio acquired teplizumab (renamed PRV-031).
- > Represented Corbus Pharmaceuticals Holdings, Inc. (NASDAQ: CRBP) in a \$15 Million registered direct offering of its common stock. The proceeds from the offering will be used towards the continued advancement of the Company's clinical development programs of its investigational drug, Resunab. Corbus Pharmaceuticals, based in Massachusetts, is a clinical stage pharmaceutical company focusing on rare, life-threatening, chronic inflammatory diseases.
- > Represented Provention Bio (Nasdaq:PRVB), a clinical stage biopharmaceutical company, based in New Jersey, dedicated to intercepting and preventing immune-mediated diseases, in its \$63.9 million initial public offering of shares of common stock.
- > Represented AzurRx BioPharma, Inc, a company specializing in the development of nonsystemic, recombinant therapies for gastrointestinal diseases, in the acquisition of expanded commercialization rights to MS1819-SD from Laboratories Mayoly Spindler, SAS.
- > Represented Enochian Biopharma Inc. in its sale to DanDrit Biotech USA, Inc. (OTCQB: DDRT), becoming a wholly owned subsidiary of DanDrit Biotech USA, Inc.
- > Represented Provention Bio, Inc. in the in-licensing of PRV300 from Janssen Pharmaceutica NV and Janssen Sciences Ireland UC.
- > Represented Provention Bio, Inc. in the in-licensing of PRV6527 from Janssen Pharmaceutica NV and Janssen Sciences Ireland UC.
- > Represented Provention Bio, Inc. in the in-licensing of an enterovirus vaccine platform to reduce the onset of type 1 diabetes from Vachtech Oy. Provention will use part of the \$28.4 million founding financing invested by JDRF T1D Fund to advance the program.

## HONORS & AWARDS

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- > **NJBIZ: Health Care Power 50 (2020)**

- > **Foreign Investment Watch: Top Advisors (2020)**

Recognizing lawyers who provide legal advice on national security reviews of foreign investments in the U.S. and abroad