

## I Mergers & Acquisitions

Mergers and acquisitions are often key components of the growth strategies implemented by some of today's most successful companies. Such an approach requires legal capabilities that are flexible, broad-based, and capable of optimizing capital and speed.

Our Mergers & Acquisitions Lawyers in our Practice Group represents major corporations and private equity sponsors as they plan and execute a broad range of strategic acquisitions and dispositions. Team lawyers also regularly guide young, entrepreneurial companies through cutting-edge deals—from formation and funding to IPOs and ultimate sales. We also often assist non-U.S.-based law firms in significant cross-border transactions.

Our versatility is the product of a firm culture that is creative, proactive, and passionately dedicated to client service. Like our clients, we take the long view, striving to build collaborative relationships based on a shared understanding of business goals.

*Chambers USA* consistently recognizes us for our ability to handle transactions and mergers in all industries: "There is no question that they are a standout corporate/M&A firm" and "a corporate powerhouse with great depth of practice."

Our clients benefit from access to the resources, knowledge, and experience of the entire firm. Key members of our team accelerate clients' strategic success through Lowenstein Sandler's Transactions & Advisory Group (TAG). This collaborative unit offers clients an integrated legal solution for executing transactions and managing related corporate governance and compliance issues.

Additionally, several of the firm's nationally recognized complementary practices help sharpen our edge—and contribute to our record of success—in M&A transactions:

- Our Tech Group brings a deep and nimble understanding of IP issues and complex venture-backed capital structures to tech and biotech transactions.
- Our Life Sciences Practice Group brings decades of sector experience and strong scientific credentials to its work with life sciences companies, investors, and investment banks in a range of complex matters.
- Our Securities Litigation, Tax, Environmental Litigation, and Employee Benefits & Executive Compensation practices assist small and large in-house legal teams with acquisition- and disposition-related issues.
- Our Antitrust & Trade Regulation team provides counseling and completes necessary antitrust and competition filings for transactions.
- Our **Global Trade & Policy** team provides analysis and guidance regarding foreign investment requirements, such as CFIUS. The team is also very active in performing economic sanctions and export compliance transaction diligence.
- Our bankruptcy and restructuring lawyers also join us in representing clients in distressed M&A transactions through, or as an alternative to, bankruptcy.

Clients call on us for strategic counsel on the most effective financing strategies to fund acquisitions.

In cases of divestiture, we focus on ensuring deal certainty, reducing post-closing exposure, and bringing innovative solutions to close on the most advantageous terms possible for our clients. Through in-depth analysis, strategic planning, and assertive negotiation, we help clients divest of nonessential capabilities or unprofitable subsidiaries, leverage the resources and security offered by a larger company, or cash out of the business entirely.

## EXPERIENCE

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- > Represented Foley, Inc., the Caterpillar franchisee for northern New Jersey, Staten Island, and Bermuda, in its acquisition of substantially all assets of Giles & Ransome, Inc., expanding Foley's Caterpillar territory to include eastern Pennsylvania, southern New Jersey, and northern Delaware.
- > 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. in its \$1.45 billion acquisition of Too Faced, one of the fastest growing makeup brands in the specialty-multi and online categories.
- > Represented Diligent Corporation (NZX:DIL), the leading provider of secure online collaboration and document sharing solutions for boards, committees and leadership teams, in its acquisition by Insight Venture Partners, a leading global venture capital and private equity firm.
- > Represented BASF Corporation in its acquisition of Zed X, Inc., a leader in the development of digital agricultural intelligence.
- > Represented Aceto Corporation (NASDAQ:ACET) in its \$462 million acquisition of the generic drug-related assets of Citron Parma LLC and its affiliate, Lucid Parma LLC.
- > Represented Yodle, Inc., a leader in cloud-based marketing solutions, in its acquisition by Web.com Group, Inc.
- > Represented Pamplona Capital Management and Beacon Rail Leasing in the sale of Beacon Rail to institutional investors advised by JPMorgan Asset Management.
- > Represented Medical Specialties Distributors, LLC, a New Mountain Capital portfolio company, in its acquisition of Attentus Medical Sales.
- > 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 healthcare services investments, led the recapitalization alongside HealthChannels' management team.

- > Represented InSite Wireless Group, LLC in connection with Macquarie Infrastructure Partners III's \$280 million equity investment in InSite Wireless Group, LLC.
- > Representing Hildred Capital Partners, LLC, a private investment firm formed by Howard Solomon and David Solomon, in its pending major stake investment in Crown Laboratories, Inc.
- > Representing Liberty Street Advisors, and its affiliates, HRC Portfolio Solutions, and HRC Fund Associates, in the sale of certain assets to Brookfield Asset Management's Public Securities Group, a leading global alternative asset manager with approximately \$250 billion of assets under management.
- > Representing Indorama Ventures Public Company Limited (BKK:IVL) as co-counsel with Allen & Overy in its pending acquisition of DuPont Teijin Films. Lowenstein is leading the US components of the acquisition.
- > Represented EarthColor in its sale to Mittera Group, Inc., a multi-platform print, marketing and media company.
- > Represented Pamplona Capital Management in connection with its preferred equity financing of Bass Pro Shop in connection with its acquisition of Cabela's Incorporated (NYSE: CAB).
- > Represented AMP Capital in connection with the acquisition of a minority stake in United Capital.
- > Represented Vesey Street Capital Partners in the sale of Imedex, LLC to HMP Communications Holdings, LLC.
- > Represented Pamplona Capital Management in connection with the sale of Spreemo, Inc. to One Call Care Management.
- > Represented Cancer Genetics, Inc. (Nasdaq: CGIX) in connection with its \$12 million acquisition of vivoPharm Pty. Ltd.
- > Represented Versum Materials, Inc. (NYSE: VSM) in connection with its acquisition of Dynaloy LLC, a wholly owned subsidiary of Eastman Chemical Company (NYSE: EMN).
- > Represented Bowlmor AMF Corp.'s board of directors in the sale of the majority of the capital stock of Bowlmor AMF Corp. to Atairco Group, Inc.
- > Represented The Estée Lauder Companies Inc. (NYSE: EL) in its investment in DECIEM.
- > Represented Abacus Group, LLC in the sale of a minority stake in Abacus Holdings I, LLC to WestView Capital Partners.
- > Represented Hausmann Industries Inc. in its sale to Dynatronics Corporation.
- > Represented Holmdel Pharmaceuticals LP and Cranford Pharmaceuticals, LLC in the sale of InnoPran XL and Inderal XL, respectively, to ANI Pharmaceuticals, Inc. (Nasdaq: ANIP)
- > Represented Floored in its sale to CBRE Group, Inc. (NYSE: CBG).
- > Represented Gravitax Technology Services, LLC in its sale to Linedata Services S.A.
- > Representing Indorama Ventures Public Company Limited (BKK:IVL) as co-counsel with Allen & Overy in its pending acquisition of DuPont Teijin Films. Lowenstein is leading the US components of the acquisition.
- > Represented Versum Materials (NYSE: VSM) in connection with its acquisition of Dynaloy, LLC, a wholly owned subsidiary of Eastman Chemical Company.
- > Represented Topix Pharmaceuticals, a New Mountain Capital portfolio company and independent leader in skincare products, in connection with the acquisitions of Derma E and Clarity Clinical Skin Care, Inc. (dba "ClarityRx"), two rapidly growing California-based natural skincare companies.
- > 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 Revint Solutions, a New Mountain Capital portfolio company and industry leader in revenue recovery and consulting services to the healthcare industry, in connection with the acquisition of each of AcuStream, a revenue assurance specialty company dedicated to the healthcare industry, and CloudMed, a revenue assurance company specializing in the inpatient coding and documentation side of the healthcare revenue cycle.
- > Represented Indorama Ventures Public Company Limited (BKK:IVL) as co-counsel with Mattos Filho in its acquisition of M&G Polimeros Brazil S.A., owner of Brazil's largest PET (polyethylene terephthalate) facility.
- > Represented Indorama Ventures Corpus Christi Holdings LLC (subsidiary of Indorama Ventures Public Company Limited) in a joint venture between Indorama Ventures Corpus Christi Holdings LLC, DAK Americas, LLC (a subsidiary of the chemicals manufacturer Alpek S.A.B. de C.V. (BMV: ALFAA)), and APG Polytech USA Holdings, Inc. (a subsidiary of Far Eastern New Century Corporation (TT: 1402)), in the acquisition, through a bankruptcy auction, of a Corpus Christi, Texas-based PTA-PET plant from M&G USA Corp. (a subsidiary of M&G Chemicals), for a purchase price and capital contributions in the sum of \$1.125 billion.
- > Represented Compassionate Care Hospice, a community-based organization providing hospice care nationwide, in its \$340 million sale to Amedisys, Inc. (NASDAQ: AMED). This transaction makes Amedisys the third largest hospice provider in the U.S.
- > 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, broking and solutions company. (July 2019)
- > 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, and 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, each through a Court-supervised process under Section 363 of the Bankruptcy Code. (April 2019)
- > 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). (April 2019)

- > 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. (December 2018)
- > Represented Cambium Learning Group, Inc. (Nasdaq: ABCD), a leading SaaS educational technology solutions company, in its acquisition of VKidz Holdings Inc., an educational technology company delivering comprehensive online curriculum for PreK through 12th grade students. (December 2018)
- > Represented Vesey Street Capital Partners, LLC, a private equity firm dedicated to middle market health care services investments, in its acquisition of Elite Body Sculpture, a leading provider of minimally invasive body sculpting procedures. (October 2018)
- > 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. (July 2018)
- > Represented Fenway Partners in its acquisition of Iconic Group, provider of photography services at university and college graduations. (August 2018)
- > Represented Refresh Club, Inc., d/b/a The Wing, in a \$32 million Series B round led by Bird InvestCo LLC, a wholly-owned subsidiary of WeWork Companies Inc., and with participation from New Enterprise Associates, 15 L.P. (November 2017)
- > Represented the founder in connection with the sale of Exhale Spa to Hyatt Hotels. Exhale Spa has 25 locations, both free-standing and in hotels, throughout the United States and the Caribbean. (August 2017)

## HONORS & AWARDS

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- > **Chambers USA: America's Leading Lawyers for Business (2018-2021)**  
Recognized in the Corporate and Mergers & Acquisitions sections and lauded as the "gold standard" for corporate and M&A law
- > **The Best Lawyers in America (2020)**  
National Tier 1: Mergers & Acquisitions Law
- > **Chambers USA: America's Leading Lawyers for Business: (2018-2019, 2021)**  
Ranked in Band 1 for Corporate/Mergers & Acquisitions in New Jersey
- > **The Legal 500:**  
"Recommended" for Mergers, Acquisitions and Buyouts: M&A: Middle-Market (2015-2018); "Recommended" for M&A/Corporate and Commercial: M&A: Middle-Market (2019)
- > **Chambers USA: America's Leading Lawyers for Business: (2018)**  
Recognized in the Corporate and Mergers & Acquisitions sections as "Highly Regarded" in New York
- > **Global M&A Network's Atlas Awards: Cross Border Special Situation M&A – Large Market Deal of the Year (2019)**  
Recognized for the successful acquisition of a PTA-PET production facility in Corpus Christi, Texas, from M&G Chemicals by joint venture Corpus Christi Polymers LLC
- > **The M&A Advisor: THE M&A ADVISOR'S 14th ANNUAL TURNAROUND AWARDS (2019)**  
Chapter 11 restructuring of M&G Chemicals named winner of "Cross-Border Restructuring of the Year"  
Chapter 11 reorganization of New England Motor Freight (NEMF) named winner of "Restructuring of the Year (\$25M to \$50M)"
- > Ranked among the Top M&A Law Firms in *The Deal's Power Rankings League Table* (2019)
- > **The Deal: Women in Dealmaking (2021)**  
Recognizing women lawyers who are making an impact on the dealmaking community, advising on the most important transactions of the year in their field, and taking a leadership role in promoting change