

## MERGERS & ACQUISITIONS

Our firm's Mergers & Acquisitions (M&A) Practice is international in scope. The firm represents acquiring and selling companies, private investors, venture capitalists, financial advisors, investment bankers, boards and committees, and numerous others in M&A transactions across the United States and around the world. We represent a wide array of clients in a variety of industries, including the manufacturing, aerospace and defense, life sciences, and services industries, among numerous others. We handle transactions for small and closely held businesses as well as transactions for our larger public and private company clients, where the dollar value can exceed one billion dollars.

Our attorneys routinely represent clients in mergers, acquisitions, sales and divestitures, dispositions of securities and corporate assets, and other types of reorganizations. We assist in all aspects of the transaction, from financing, regulatory approval, due diligence, and valuation to operational issues. We have experience in substantial transactions involving industrial development, leveraged leases, negotiated and hostile takeovers, leveraged buyouts, management buyouts, spin-offs, going-private transactions, redemptions, recapitalizations, secured and unsecured lending, Eurodollar financings, and interest rate swaps.

Hodgson Russ provides comprehensive services to address corollary legal issues that may arise in the context of M&A transactions, including tax, labor and employment, employee benefits, real estate, intellectual property, and governance matters. Hodgson Russ has been awarded a prestigious "Best Law Firms" Metropolitan Tier 1 ranking by *Best Lawyers/U.S. News & World Report* in the Mergers & Acquisitions Law category.

### Experience

Hodgson Russ attorneys represented an industrial ferrosilicon company in connection with its \$200 million-plus sale to an Eastern European conglomerate.

Hodgson Russ closed a merger transaction on behalf of a long-time, NASDAQ-listed defense and aerospace products manufacturing client. As a result of the merger, the client became a wholly owned subsidiary in a deal valued at approximately \$275 million. The closing completed a four-month project in which attorneys from many of our practices contributed in significant ways under intense time pressures and opposite some of the largest firms in the country. Our work included advising our client's board in connection with its fiduciary duties; negotiating the merger agreement; preparing a proxy statement for the special meeting of shareholders and dealings with the SEC and FINRA; defending the company and the board in two

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### Professionals

#### Attorneys

Brad Birmingham  
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Nicole Pope  
David Reed  
Edmund Russell III  
Matthew Scherer  
Gary Schober  
Jennifer Shelton  
David Stark  
Paul Steinig  
Valerie Stevens  
Brendan Stone  
Kevin Talbot  
Janet Tasigianis

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shareholder lawsuits alleging, among other things, breach of fiduciary duty by the board; appearing in federal and state court and ultimately settling the lawsuits; advising management on directors and officers insurance matters; advising the board and management on certain options and other benefit matters; handling HSR filings; and assisting on financing related to the transaction.

William Turkovich

Paul Vallone

John Zak

Hodgson Russ represented a Finnish client in the heat transfer industry in connection with the formation of worldwide joint venture company with a Texas corporation. We also represented this client in the subsequent purchase of the entire company. In addition to corporate work, we assisted this client with respect to compliance law and merger compliance matters.

A Hodgson Russ team represented a Finnish HVAC company in its acquisition of Italian-based competitor. Our services included mergers and acquisitions advice and representation in a U.S. Department of Justice post-closing antitrust investigation.

Hodgson Russ represented a specialty chemical manufacturer in connection with the acquisition of a manufacturing plant in Europe. The transactions involved international tax planning, senior and subordinated debt financing, environmental issues, and responding to a governmental investigation of the effects of the transaction on competition in the marketplace.

Hodgson Russ assisted a midsize Canada-based foam products manufacturer with an asset purchase. This was the client's first U.S. acquisition. As a result, we also advised them with respect to tax structuring, implemented a U.S. structure, obtained U.S. work visas, and provided other general U.S. legal advice.

Hodgson Russ assisted in-house counsel at N. Harris Computer Corporation, a wholly owned subsidiary of Constellation Software Inc., with its \$80 million acquisition of QuadraMed Corporation, a portfolio company of Francisco Partners and provider of mission critical information technology selections for the health care market.

Counsel to U.S. industrials business in connection with its sale to EU investors.

Hodgson Russ represented a New York State-based manufacturer of branded, unbranded, and private-label confectionery products and its affiliate in a sale, merger, equity rollover, and refinancing transaction with a Virginia-based distributor of gourmet food and confections. The merger more than doubled the distributor's annual revenue, while expanding the company's geographic capabilities into the northeast.



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Hodgson Russ represented a premier U.S. hardwood lumber company in its acquisition of a privately held hardwood company with 11 saw mills in four mid-Atlantic and southern states. The acquisition involved extensive environmental, real estate, tax, and zoning issues at all locations. Our attorneys successfully structured the complex deal, including determining the type of purchase to pursue and its implementation. This acquisition required the client to obtain a new credit facility to finance the transaction. For this same client, Hodgson Russ performs five to six acquisitions of varying size and complexity every year. Hodgson Russ represented the family-owned specialty chemical manufacturer in connection with the sale of the company to a large private-equity fund. The transition included the sale in both the U.S. and Europe and included the use of representation and warranty insurance in connection with the purchase agreement.

A Hodgson Russ mergers and acquisitions team led by John J. Zak represented a venture capital-backed technology client in its sale to a Fortune 100 company through merger. The transaction involved the negotiation of a merger agreement and the preparation of a proxy statement to private company shareholders.

Represented a U.S. publicly-traded financial institution in the acquisition of a U.S. equipment lending company.

Represented founders of a U.S. consumer products business in the sale of the company to sponsor buyer.

Represented sponsor-owned European portfolio company in the acquisition of a U.S. manufacturing corporation.

A Hodgson Russ team of corporate and securities attorneys led by John J. Zak represented a Canada-based professional services company with significant U.S. assets and operations in its sale to an Australian acquirer. The transaction involved an expedited Hart-Scott-Rodino antitrust filing and the issuance of acquirer securities to U.S. shareholders of the seller.

Hodgson Russ acted as U.S. counsel for TriWest Capital Partners, a Calgary-based private equity firm, on a) its \$75 million investment in a building components manufacturer with U.S. operations in and b) its \$60 million investment in an oil and gas related service provider with U.S. operations.

U.S. counsel to sponsor-owned EU industrials business in connection with its sale to a non-U.S. publicly-traded buyer.

U.S. counsel to sponsor-owned EU industrials business in connection with its sale to a U.S. publicly-traded buyer.

Hodgson Russ lawyers represented a company that develops and manufactures medical device technologies for the cardiac, neuromodulation, vascular, and orthopaedic markets in connection with a merger agreement and tender offer for acquisition of a competing medical device manufacturing company.

### **In the News**

Gary Schober Gives Insight to Wegmans' Discontinuation of SCAN App  
*WGRZ*, September 15, 2022

## MERGERS & ACQUISITIONS

Hodgson Russ Practice Teams Recognized In *America's Leading Lawyers For Business*  
June 3, 2016

### Press Releases

Hodgson Russ LLP Receives Multiple Top Marks from *Chambers USA Guide 2023*  
June 6, 2023

71 Hodgson Russ Attorneys Ranked in 2023 Edition of *Best Lawyers in America*  
*Hodgson Russ Press Release*, August 19, 2022

Hodgson Russ Receives Top Marks for *Chambers USA 2022 Guide*  
*Hodgson Russ Press Release*, June 2, 2022

Hodgson Russ Receives Top Tier National and Metropolitan Rankings in 2022 Best Law Firms Listings  
*Hodgson Russ Press Release*, November 15, 2021

Hodgson Russ Receives Top Marks for *Chambers USA 2021 Directory*  
*Hodgson Russ Press Release*, May 26, 2021

Hodgson Russ Receives Top Marks for *Chambers USA 2020 Directory*  
*Hodgson Russ Press Release*, April 24, 2020

Hodgson Russ Receives Top Marks for *Chambers USA 2019 Directory*  
*Press Release*, May 1, 2019

Hodgson Russ Practice Teams Listed in 2017 *Chambers USA*  
*Press Release*, June 12, 2017

Hodgson Russ Listed in 2015 *Chambers USA: America's Leading Lawyers for Business*  
*Press Release*, June 15, 2015

### Publications

Considerations of S-Corp Acquisitions  
*TaxStringer*, January 3, 2024

FTC Announces Increased HSR and Interlocking Directorate Thresholds for 2023  
*Hodgson Russ Antitrust, Trade Regulation & Anticorruption Alert*, January 25, 2023

FTC Announces Increased HSR and Interlocking Directorate Thresholds - 2022  
*Hodgson Russ Antitrust, Trade Regulation & Anticorruption Alert*, January 28, 2022

FTC Announces Increased HSR and Interlocking Directorate Thresholds - 2021  
*Hodgson Russ Antitrust, Trade Regulation & Anticorruption Alert*, February 2, 2021

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FTC Announces Increased HSR Thresholds

*JD Supra*, January 21, 2014

Hart-Scott-Rodino Report Shows Increase in Merger Enforcement as Merger Filings Decline

November 9, 2010

### **Presentations & Events**

Southern Tier Chapter Taxation Conference

Holiday Inn Binghamton Downtown, 2-8 Hawley Street, Binghamton NY 13901, October 26, 2023

Virtual Bridge Market Entry Program: Legal Issues in Financing, M&A, and Fundraising

April 28, 2021

M&A Trends: What You Need to Know When Negotiating and Drafting Commercial Leases

October 28, 2015