



## CRAIG M. FISCHER

Partner

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Craig is a member of the firm's Corporate & Business and Securities Regulation & Corporate Compliance Practices. He has represented domestic and international clients in a range of industries on a variety of business transactions and general corporate issues, with a particular focus on representing issuers as well as underwriters in a range of securities offerings, including equity offerings, registered and non-registered high-yield and investment-grade debt offerings, exchange offers and tender offers. He also advises publicly traded companies on compliance with their obligations under the U.S. securities laws and stock exchange listing requirements in preparation of their Exchange Act reports and on corporate governance matters.

Prior to joining Hodgson Russ, Craig was an associate at Cleary Gottlieb Steen & Hamilton LLP in its New York City office, where he focused his practice on representing issuers and underwriters in a range of capital markets transactions. He also acquired substantial experience in advising public companies on their reporting obligations under U.S. securities laws and on corporate governance issues. As a law student, Craig was a judicial intern for Hon. Richard J. Arcara in the U.S. District Court for the Western District of New York.

### Honors

- Listed, *Upstate New York Super Lawyers* Rising Stars, (Securities & Corporate Finance) 2021
- Order of the Coif
- Former articles editor, *Cornell Law Review* (2009 - 2010)
- CALI Excellence for the Future Award for Property, 2007

The Guaranty Building  
140 Pearl Street  
Suite 100  
Buffalo, NY 14202

### Practices & Industries

Blockchain & Cryptocurrency  
Corporate & Business  
Corporate Governance & Compliance  
Investment Management & Compliance  
Mergers & Acquisitions  
Private Funds  
Public Offerings, Private Placements & Corporate Finance  
Securities Regulation & Corporate Compliance

### Admissions

New York

### Education

Cornell University, B.A.  
Cornell Law School, J.D., magna cum laude

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## Experience

A team of Hodgson Russ attorneys represented an international hotel operator in the closing of a highly complex financing package involving \$226.6 million in new CMBS mortgage and mezzanine debt. The transaction involved 17 hotels in 11 states and included the defeasance of \$100 million of existing CMBS indebtedness, a major restructuring of the existing hotel owner and management companies, the formation of 20 new entities, the movement of 11 hotel franchises and 7 management agreements, and the buyout of a strategic partner.

Hodgson Russ attorneys represented a manufacturer of highly engineered products with international operations, as issuer, in connection with a \$500 million senior notes offering to qualified institution buyers under Rule 144A and non-US persons under Regulation S. The net proceeds from the offering were used to effect a redemption of the company's previously outstanding senior notes.

A team of Hodgson Russ attorneys led by John J. Zak represented long-time client, Integer Holdings Corporation (NYSE: ITGR), in a \$1.7 billion acquisition of Lake Region Medical, a privately held portfolio company of KKR. The purchase price consisted of cash (including assumed debt) and unregistered shares of common stock. Financing was through a bank/bond package, consisting of a \$1.6 billion credit facility (TLA/TLB/ revolver) and \$360 million of senior notes offered under Rule 144A. Hodgson Russ counseled on every aspect of the transaction, performing U.S. and supervising international due diligence; negotiating the merger agreement and related acquisition documentation; advising on U.S. competition law matters, including preparing Hart-Scott-Rodino and related foreign filings; negotiating the bank credit facility and leading the high-yield note offering; and advising on executive compensation and employment law aspects of the transaction. The Hodgson Russ team consisted of attorneys Craig M. Fischer, Cristin L. Murray, Matthew R. Scherer, and David G. Reed (securities regulation and corporate compliance); Robert B. Fleming, Jr. (antitrust and trade regulation); Christofer C. Fattey and Timothy Ho; Ryan M. Murphy and Richard W. Kaiser (employee benefits); Peter C. Godfrey (labor and employment); and Michael J. Hecker (environmental); and paralegals Courtney Scanlon, Deborah Kalstek, and Betsy Mills.

A team of Hodgson Russ attorneys led by John J. Zak represented long-time client, Integer Holdings Corporation, in a \$600 million disposition of its Orthopedics and Advanced Surgical business lines to Viant Group. The transaction involved the sale of stock and assets representing operations in several countries, including the United States, Mexico, Germany and France. Hodgson Russ advised on all aspects of the transaction, including preparation of a transition services agreement, coordinated with local counsel and handled the company's subsequent early redemption of its outstanding high-yield bonds. The Hodgson Russ team consisted of Craig M. Fischer, Cristin L. Murray, Matthew R. Scherer (securities regulations and corporate), Andrew D. Oppenheimer (international and business tax); Ryan M. Murphy and Richard W. Kaiser (employee benefits), Christofer C. Fattey (banking and finance), Michael J. Hecker (environmental), and Valerie E. Stevens (antitrust and trade regulation).

A team of Hodgson Russ attorneys led by John J. Zak represented long-time client, Integer Holdings Corporation (NYSE: ITBR), in its successful tax-free spin-off of its subsidiary, QiG Group, LLC, which converted into Nuvectra Corporation prior to the completion of the spin-off. Nuvectra is a medical device company that is concentrated on the development and commercialization of its neurostimulation technology platform, and, in particular, its Algovita spinal cord stimulation system, for the treatment of various disorders through the stimulation of tissues associated with the nervous system. As part

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of the spin-off, Nuvectra received approval to list and to have its common stock traded on the NASDAQ Global Market under the symbol “NVTR.” Hodgson Russ advised on all aspects of the separation of Nuvectra from Greatbatch and the corresponding distribution of the Nuvectra shares of common stock to Greatbatch’s stockholders, including the registration of Nuvectra with the SEC, the listing of Nuvectra’s common stock on the Nasdaq Global Market, facilitating the negotiation of agreements between Nuvectra and Greatbatch to establish a framework for their post spin-off relationship; preparation of corporate governance policies and procedures for Nuvectra as a newly publicly-traded company and assisting in the separation of Greatbatch’s existing employee benefit programs and the establishment of new programs by Nuvectra. The team of Hodgson Russ attorneys consisted of Craig M. Fischer (securities regulation and corporate compliance); Christofer C. Fattey (banking and finance); Terrence M. Gilbride and Elizabeth A. Holden (real estate); Ryan M. Murphy and Richard W. Kaiser (employee benefits); Peter C. Godfrey (labor and employment); Richard F. Campbell and Andrew D. Oppenheimer (business tax); and paralegal Courtney Scanlon.

## **In the News**

Cadence Bank Announces Agreement to Sell the Insurance Operations of Cadence Insurance to Arthur J. Gallagher & Co.  
*Cadence Bank (Press Release)*, October 24, 2023

People's United Bank Agrees to Sell People's United Insurance Agency to AssuredPartners  
*Yahoo! Finance*, September 22, 2020

## **Press Releases**

Fifty-Four Hodgson Russ Attorneys Ranked in 2021 Edition of Upstate New York Super Lawyers  
*Hodgson Russ Press Release*, August 20, 2021

Hodgson Russ Announces Eight Newly Elected Partners, Five Attorneys Promoted to Senior Associate  
*Press Release*, January 8, 2019

Hodgson Russ Announces Six Newly Elected Partners *Twelve Attorneys Promoted to Senior Associate*  
*Press Release*, January 11, 2016

Craig Fischer, Laura Groschadl, and Seth Pullen Join Hodgson Russ  
*Press Release*, November 18, 2014

## **Publications**

SEC Adopts Final Climate Change Disclosure Rules  
*Hodgson Russ Corporate & Securities Alert*, March 28, 2024

SEC Adopts Final Pay Versus Performance Rules  
*Hodgson Russ Securities Regulation & Corporate Compliance Alert*, September 15, 2022

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Congress and the President Approve \$284 Billion Second Round of Paycheck Protection Program Loans In Support of Struggling Small Businesses

*Hodgson Russ Corporate & Business Alert*, December 30, 2020

Women on Corporate Boards Study – New Corporate Reporting Requirements Now in Effect in New York

*Hodgson Russ Corporate Governance & Compliance Alert*, June 30, 2020

SEC Updates Rules on Financial Disclosures for Business Acquisitions and Dispositions

*Hodgson Russ Securities Regulation & Corporate Compliance Alert*, June 5, 2020

Authorities Are on Alert for Insider Trading - Is Your Business at Risk?

*Hodgson Russ Business Litigation and Securities Regulation & Corporate Compliance Alert*, April 22, 2020

Commercial Contracts in the Time of Coronavirus

*Hodgson Russ Corporate Alert*, March 23, 2020

Increased Enforcement Activity by SEC of Registration Requirements for Foreign Broker-Dealers and Investment Advisers Servicing U.S. Clients

*Smarter Way to Cross Blog Archives*, January 14, 2015

## **Presentations & Events**

Public Company Update 2024

Hodgson Russ LLP, January 31, 2024

Public Company Update 2022

Hodgson Russ LLP, January 28, 2022

Public Company Update 2021

Hodgson Russ LLP, January 28, 2021

Public Company Update 2020

Hodgson Russ LLP, January 30, 2020

Public Company Update 2019

Hodgson Russ, Buffalo, NY, February 12, 2019

Public Company Update 2018

Hodgson Russ LLP, January 24, 2018

## **Community & Pro Bono**

- Member and Secretary, Insyte Consulting