

Mergers & Acquisitions

For many business owners, buying or selling a company's assets or its equity is a once in a lifetime event. For others, it is a regular part of their company's business strategy. In either case, the business needs attorneys with significant experience in the field. We work with businesses of all sizes and their owners in many different industries on these transactions. Our experience allows us to help our clients achieve the best deal possible, on a cost effective basis.

Tucker Arensberg helps clients navigate the issues that arise under federal, state, local and foreign laws in the context of a merger, acquisition or sale. We work with financial institutions, investment bankers, venture capitalists, accountants and other advisors in these transactions.

Issues we advise clients on include:

- Tax and structure analysis
- Due diligence on assets and liabilities
- Financing of the transaction
- Corporate governance issues
- Intellectual property
- Employee benefits and compensation issues
- Employment and labor issues
- Environmental liability
- Antitrust considerations
- Litigation and claims analysis
- Regulatory approvals (including Hart-Scott-Rodino filings)
- Other legal compliance issues
- Negotiation and documentation of contracts
- Securities filings and exemptions
- UCC and other security interest matters

During the transaction, we routinely handle matters which include:

- Negotiation and preparation of contracts, including merger and acquisition agreements, financing documents, stock and asset purchase agreements, buy-sell agreements and partnership and limited liability company agreements
- Review of the seller's various employee benefit plans
- Drafting and analyzing golden parachute and other executive and employee retention agreements
- Coordinating the integration of the seller's stock options and other equity compensation programs into the transaction
- Negotiating and documenting the allocation of Consolidated Omnibus Budget Reconciliation Act (COBRA) responsibility between the seller and the buyer
- Review of collective bargaining agreements and successor employer issues and non-competition agreements
- Legal advice regarding the post-closing transition from the seller's benefit and compensation plans to the buyer's plans
- Preparation of employment and independent consulting agreements
- Stock options, stock appreciation rights, bonus plans, stock purchase plans and other employee compensation plans
- Helping organize corporations, trusts, partnerships, limited liability companies and other business entities
- Preparation of disclosure documents and related filings with the Securities and Exchange Commission (SEC) and state securities commissions and other government entities
- Advising clients regarding complex regulatory requirements, including ERISA, HIPAA, and Medicare among other issues

- Conducting intellectual property and data security and privacy law audits.

Recent Merger & Acquisition Transactions

The following is a sampling of recent merger & acquisition transactions.

- Represented a large, integrated, medical practice that was being acquired for more than \$50 million
- Represented a broadband services company with its acquisition of a similarly-sized broadband services company through a statutory merger. The combined company is expecting annual revenues in excess of \$60 million
- Represented a significant shareholder of a large manufacturer in connection with the sale of the company to an international company for approximately \$340 million
- Represented a shareholder of a specialized heavy equipment design and manufacturing company in the sale of that shareholder's stock to one of the company's primary customers. The value of the deal was approximately \$10 million
- Represented a part owner of a regional, consolidated group of industrial testing companies in connection with the client's acquisition of the remaining ownership interests. We advised on structuring and financing the acquisition and completed a simultaneous reorganization of the company
- Represented the individual stock seller of a family owned business to a large corporation. The sale included associated real estate owned by a number of related entities. The purchase price for the transaction was in excess of \$5,000,000
- Represented a healthcare services company in the sale of assets for a number of business locations to a current employee. The seller retained the operating entity and assets in a number of its other locations
- Represented U.S. shareholders in a complex de-merger transaction with European shareholders splitting the company and its assets, liabilities and customers into two separate entities
- Represented dozens of health care providers, including physical therapists, physicians, dentists, and hospice companies and their respective shareholders, in the purchase and sale of businesses through mergers, stock transfers, and asset sales