



MERGERS, ACQUISITIONS & STRATEGIC ALLIANCES

“In today’s competitive environment, business combinations only work when properly planned and executed. We’re here to help create strategic value for our clients, to ensure they meet their objectives in every transaction.”

WHO WE ARE

The Mergers, Acquisitions & Strategic Alliances team helps clients close deals. We are seasoned transaction attorneys, drawing upon decades of collective experience to guide public companies and privately held businesses through complex asset and stock sales and purchases as well as mergers and other business combinations.

HOW WE HELP

In every transaction we handle, our attorneys bring a fresh and innovative approach to help clients meet their financial and strategic objectives from mergers and acquisitions to leveraged buyouts, divestitures, joint ventures, strategic alliances, hostile takeovers, and freeze-out mergers. We partner with investment banking firms and accountants to manage deals effectively and resolve regulatory compliance, employee benefits, environmental, intellectual property, labor and employment, real estate, and tax issues to ensure the smooth structuring, negotiation, and execution of our clients’ transactions.

We have particular strengths in helping buyers source and negotiate capital structures, credit facilities (senior, junior, mezzanine, etc.) and private equity investments required to finance their deals.

Clients appreciate the peace of mind we provide and our steadfast commitment to ensuring they achieve their goals, whether buying, selling, or combining assets to create value and synergies for their companies. They look to us for frank assessments of risks and liabilities and to propose creative solutions for mitigating them, even if that means walking away from a particular deal. And they know they can always count on us to structure and execute transactions in a timely and efficient manner.

The group works with clients across industries and geographies, and regularly draws on the skills and insight of colleagues in other practices – including business taxation, data privacy and security, environmental law, and labor & employment – to deliver legal, practical, and business advice in support of our client’s success.

WHO WE REPRESENT

We represent a broad range of publicly- and privately-held clients, including national and international market leaders in a variety of industries based throughout the mid-Atlantic region and beyond on transactions valued from \$20 million to \$2 billion:

- Distributors
- Financial Advisors
- Healthcare Providers, including hospital systems, tissue banks, physician practices, and others
- Manufacturers
- Private Equity Firms
- Service Providers
- Technology-based Companies
- Commercial Real Estate

We typically work with senior leadership of our clients – CEOs, presidents, chief financial officers, and other C-level executives at public and privately held companies and managing directors and senior managing directors in private equity firms. We guide them through transactions, analyze and mitigate risks and liabilities, and help them negotiate and close deals that create value for their businesses and shareholders.

REPRESENTATIVE MATTERS

- Represented seller of stock of marine transportation, towing, hauling and barge service business to private equity buyer
- Represented seller of stock to a private equity buyer of commercial dredging contractor with focus on dredging, marine construction, pile driving, stevedoring, floating crane, deck barge, marine towing, and other related marine services
- Represented seller in sale of assets of fertilizer company to strategic buyer
- Represented private equity sponsor and management investors in sale of multi-state waste collection, disposal and recycling business in restructuring and sale to public corporation. Our services included pre-sale restructuring of target company group, negotiation and documentation of sale transaction, successful early termination of HSR review, joint negotiation with buyer of representation and warranty insurance policy, assisting the seller with the preparation of sale disclosure documents, closing and resolution of post-closing true-ups and escrow releases
- Represent Fortune 500 companies in numerous mergers, acquisitions, divestitures and joint ventures, both domestically and overseas
- Served as counsel to a consortium of Southeastern, Virginia cities in a bid to secure a professional sports franchise for the region
- Representation of regional fuel supplier-distributor in numerous roll-up acquisitions
- Represented multiple entities in the financing, development and construction of various projects utilizing New Market Tax Credits
- Represented multiple venture capital and hedge fund sponsors throughout formation and capital raising process including capital raises in excess of \$100 million; have also served as counsel in connection with the acquisition and divestiture of portfolio investments
- Served as Virginia counsel to large international hedge fund in proxy contest involving 2008 annual meeting of shareholders of CSX Corporation
- Represented multiple printing and packaging companies in acquisitions and divestitures ranging from \$10 million to \$50 million
- Engaged as transaction and ESOP counsel in a merger resulting in the creation of the largest employee-owned shipyard in Virginia
- Served as counsel to a privately-held United States company in its acquisition of a public company headquartered in Quebec, Canada
- Representation of an international industrial minerals company in the roll-up and ultimate divestiture of various industrial mineral operations