

Mergers & Acquisitions, Divestitures, Joint Ventures and Strategic Alliances

When assessing the ability of a law firm to execute merger and acquisition transactions, the sheer number of deals closed in a year can be a strong indicator of its track record and skills. Our corporate attorneys regularly close more than a hundred deals annually — a remarkable number for a firm of our size — which means there are few issues we haven't seen and dealt with many times. We are equally adept on the buy and sell sides of deals, and our keen understanding of issues that fall on both sides of the table gives us a unique perspective that facilitates a market approach to resolving complex deal-related matters.

Running the Gamut

While we are best known for middle-market mergers and acquisitions in the service sector, the knowledge gained from our extensive experience readily translates to the full gamut of other clients we serve in many industries — from marketing communications giants and global financial services firms to hospitality industry ventures, distribution and manufacturing businesses, and digital and technology start-ups. We have experience with virtually every type of transaction, including acquisitions, divestitures, joint ventures and strategic alliances.

Understanding the Economics

Clients want us at the negotiating table, knowing we'll take a practical, business-oriented approach to drive deals over the finish line. They count on us to grasp the economics of the deal in great detail — understanding balance sheets, purchase price mechanics (with particular in-depth understanding of earn-out transactions), tax treatments and accounting procedures — and to know “what's market” in any given situation. We let them know when the economics are sound, the terms and conditions are realistic, and the level of risk is acceptable.

Deal Efficiencies

We are known to be highly judicious with our clients' legal budgets, and we strive for cost efficiencies at every stage of a transaction. These efficiencies are especially pronounced when we're brought in at the earliest stages to lay the groundwork before the negotiating and drafting grow complicated, often preparing a client for a transaction years in advance. We are firm believers in focusing our diligence on what is truly important so we can execute effectively while keeping costs reasonable. Once the basic deal is agreed to, we meet with counsel on the other side to lay out the mechanics and try to collaborate on the most linear way to get the transaction completed. We have no use for “scorched earth” approaches — and while our clients' success is paramount, we often expect all sides to come away with a fair deal.

Representative Matters

- Represented an online travel shopping company in strengthening its presence in Canada through the acquisition of the nation's largest vacation rental website.

- Advised a company known for its technology-enabled customer experience management system in extending its B2B business through its acquisition of a digital marketing and marketing automation agency.
- Represented a global network of healthcare communications agencies in the acquisition of a strategic managed markets agency.
- Represented a real estate agency in its acquisition of 90% of the equity of a property management group.
- Counseled a global marketing and communications holding company through its acquisition of a Dallas-based management and technology consulting firm.
- Represented the leading, home services platform that connects homeowners with quality home improvement professionals in its acquisition of a provider of database marketing software.
- Guided an advertising holding company and its global marketing communications agency in the acquisition of an award-winning, e-commerce experience agency.
- Advised a Fortune 500 media, marketing and communications company in divesting a portfolio company as part of a realignment in, and in coordination with, our client's strategic plan and investment priorities.
- Advised the shareholders of the largest regional distributors of HVAC and refrigeration equipment and engineering solutions in the Northeastern United States. Prepared the company for its sale and subsequent disposition to a global Japanese conglomerate and the largest manufacturer of HVAC equipment.
- Represented a full-service recruitment advertising agency in structuring its sale to a Los Angeles-based private equity firm specializing in media and communications.
- Served as seller's counsel to a marketing, advertising and design company in its sale to a tech-led, new age, digital advertising and marketing services company.
- Navigated a specialty health marketing communications agency, through its sale to an international healthcare and communications group.
- Advised an advertising agency holding company in its sale of part of its global data, insights and consultancy business to an investment firm. Focused counsel on deal aspects related to the U.S. and Latin America.
- Counseled a provider of software for AI-driven, autonomous advertising optimization and spend management regarding a minority sale and investment by a Detroit-based, private investment firm.
- Represented a New York-based, venture capital fund in its investment in an online fantasy sports company's \$55-million, convertible note financing. The bridge funding round was ultimately part of the financing that established the company's unicorn status.
- Counseled the founder and sole member of a retail company in connection with the sale of 80 percent of the company to an affiliate of a privately-held holding company.
- Led the merger of a global consultancy for healthcare market access into a global healthcare agency as part of its consolidation strategy.