

INVESTMENT

CORPORATE - Private Equity Comprehensive Counsel for Private Equity Lenders

As an asset class, private equity has become one of the largest and most important sources of funding for companies in a variety of industries. Traditionally, private equity firms have preferred investing in mature businesses, but that is changing. Now, more firms want to invest in smaller, tech-focused startups and growth companies. As markets and investment vehicles evolve, our attorneys can provide you with experienced, practical, flexible and cost-effective counsel.

How We Can Help You

Our work in private equity and venture capital covers many industries and funding stages. We represent private equity funds, venture capital funds, hedge funds, family offices and other private capital sponsors.

Fund Formation and Deployment

We help you choose the most tax-efficient structure to give you the flexibility you need in raising capital, making investments and compensating management teams. We also help you shape and negotiate the terms of your funds. On the investor side, we help institutional and other investors review proposed investments in private equity funds and negotiate the terms and documentation for their investments. Our deep experience on both the fund side and the investor side gives our clients confidence that we have the complete perspective.

Portfolio Company, Investments, and Transactions

Our clients include many of the largest financial institutions in the country. We draw upon our experience representing asset-based, cash-flow and subordinated debt lenders to assist our clients in financing portfolio company acquisitions with senior, mezzanine and subordinated debt. We have decades of M&A experience to address any issue that may arise in the purchase or sale of a portfolio company. We have helped clients with transactions in Canada, Mexico, South America, Europe and Asia.

Working With Portfolio Companies

As a full-service law firm, we often act as outside counsel to portfolio companies, helping them with their diverse legal needs, such as public and private financing, add-on acquisitions, litigation, environmental compliance, labor and employment issues, employee benefits, intellectual property protection and licensing, commercial contracting, government relations, immigration and the many other areas we handle on a daily basis for our business clients. We also help portfolio companies negotiate and structure compensation arrangements for their management, including equity-based incentives and appropriate noncompetition and other restrictive covenants.

Other Fund Investments

Our private fund clients often need assistance with other investment transactions, and we are right there to help. These investments include:

- Minority investments
- Real estate investments
- Venture capital investments
- PIPES (private investment in public equity)
- Senior, mezzanine, and subordinated debt transactions
- Purchases of companies in chapter 11 bankruptcy proceedings

Regulatory Compliance

Our securities, tax, ERISA and government relations teams can assist you with issues that may impact funds, sponsors and investors. We advise on compliance with the Securities Act, the Securities Exchange Act, the Investment Advisers Act, the Investment Company Act, privacy regulations, Sarbanes-Oxley, Dodd-Frank and the USA PATRIOT Act.

ADVANCING OUR CLIENTS' GOALS

Serving as Counsel to Agent

We served as counsel to agent for a privately held security alarm company with a private equity sponsor in \$300 million of secured revolving and term loan credit facilities. In another transaction in which we served as counsel to agent, we helped a privately held physical security and IP managed services company – also with a private equity sponsor – in a \$45 million revolving credit facility. We also negotiated an inter-creditor agreement with the trustee for senior secured noteholders.

Multiple Private Equity Transactions for a Resort

In multiple transactions, our team assisted a hotel resort company with various private securities offerings, including:

- \$60 million private placement of common equity
- \$125 million private placement of equity
- \$250 million sale of common equity to strategic buyer
- \$190 million private placement of preferred equity
- \$675 million 144A bond offering

Sale of a Healthcare Business to a Private Equity Consortium

We represented a long-term personal healthcare shopping service in its \$620 million sale to a consortium of two private equity firms: the private equity arm of a real estate investment and asset management business and an operator/investor in the senior housing and care market.