



Mergers & Acquisitions

Domestic and Cross-Border
Advice on Complex Transactions



Seyfarth's M&A practice provides domestic and cross-border advice on a wide range of complex M&A and other corporate transactions and applies a constructive and proven approach to a broad range of clients, from public and privately held companies to private equity firms and family-owned businesses, with a sweet spot in middle market transactions.

We approach each transaction with a comprehensive grasp of our client's business and objectives, and understand that M&A matters frequently involve aspects of many legal disciplines. Seyfarth offers a cross-departmental, core team of attorneys across our platform to address virtually every issue arising in a transaction, including tax, real estate, labor and employment, employee benefits, intellectual property, privacy and data security, environmental, and antitrust matters. In this way, our clients receive full attention from dedicated, focused business attorneys and reap the benefits of a full-service law firm.

60+

Our M&A practice includes **more than 60 attorneys** who focus on middle market transactions.

200+

Over the last two years, our lawyers have been engaged in **more than 200 M&A transactions** across a diverse range of industries.

Seyfarth's Leading Middle Market M&A Practice

The Legal 500

Recognized as a Tier 1 middle market M&A (sub-\$500m) practice.

US News & World Report

“Best Law Firms” recognized our Mergers & Acquisitions Law and Corporate Law practices.

Asian Legal Business M&A

Recognized as a notable firm in the China/International and Hong Kong categories.

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The Seyfarth team “is not just exceptional from a legal perspective, but [they] truly understand the business and are practical in their advice and counsel. They are incredibly responsive and provide a lean team for effectiveness and efficiency.”

– Client quote, *The Legal 500*

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Seyfarth has “a very responsive, knowledgeable, lean practice, which has lawyers who are courteous and succinct.”

– Client quote, *The Legal 500*

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The Seyfarth team “works with clients to help them build their businesses in an efficient and high-quality manner.”

– Client quote, *The Legal 500*

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Seyfarth’s “counsel during M&A procedures is consistently accurate and timely, and the team’s knowledge and expertise proves invaluable.”

– Client quote, *The Legal 500*

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Delivering Business-Minded Solutions

*Middle Market
M&A Survey Book*

Survey of Key M&A
Deal Terms



We publish a real-time annual survey of key deal terms in middle market transactions and hold a subsequent live webinar discussion, helping turn a spotlight on “what’s market” for our clients.

Value and Innovation

Our M&A team has developed a *sophisticated budgeting tool* to drive transparency, accountability, and predictability into the deal process.

We bring the power of Seyfarth's innovative service delivery and project management resources to bear for increased efficiency and improved communication throughout our clients' M&A transactions, resulting in meaningful reductions of overall costs and enhanced client service.

Creative Deal Structuring

Our M&A team is on the cutting edge of new M&A trends and changing deal structures. We have a wealth of expertise in bridging risk and valuation gaps on deals, including by use of earnouts and representation and warranty insurance (RWI). Separately, we also counsel RWI carriers in connection with the coverage they provide in M&A transactions. This gives us unique insight into the RWI market and the value of the available products.



Seyfarth's Into the Breach is the first law firm podcast exclusively devoted to RWI and the transactional risk markets.

Our Clients are Leading Companies Across a Broad Range of Industries

Business services

Cable/telecom

Chemicals

Energy and clean tech

ESOPs

Financial services

Food and beverage

Franchising

Health care

Life sciences

Manufacturing and distribution

Medical devices

Paper and packaging

REITs

Real estate

Technology and software

Seyfarth Link

Seyfarth Link is our award-winning intelligent service delivery platform designed to help legal teams work better together. A highly-customizable and scalable platform, Link serves as the launch pad for all of our technology offerings and, through it, we are able to build tailored solutions that solve client challenges.

Link provides access to state-of-the-art features and functionality that facilitate collaboration, including:

TRANSACTION MANAGEMENT

Regular tracking and monitoring of transactions in progress, including custom checklists for due diligence and other phases of an M&A transaction

FISCAL TRANSPARENCY

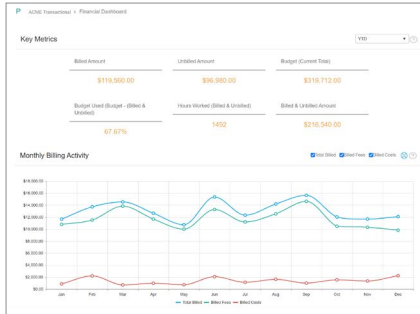
Real-time and continual monitoring and reporting on progress against goals and performance against budget

CENTRALIZED SHARED INFORMATION

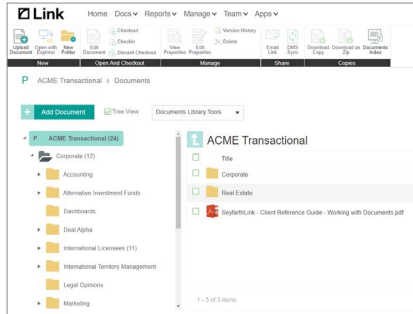
Process control and communication via easy access task lists, reports, documents, calendars, and team contact information

By leveraging data and technology, Link allows legal teams to deliver increased visibility, access to analytics, and smarter risk management.

Fiscal Transparency



Documents Library



Document Automation

Transaction Type

- Unknown
- Stock
- Equity
- Membership Interests
- Partnership Interests

What is being purchased?

NON-DISCLOSURE AGREEMENT

THIS NON-DISCLOSURE AGREEMENT (the "Agreement") is entered into on [Date] by and between ACME Company, Inc., located at 123 Main Street, Peeweeville, IN 55555 ("ACME") and [Name] ("Vendor").

WHEREAS, [Name] desires to participate in discussions with ACME regarding the "Transaction"; and, in consideration of the mutual promises and covenants contained in this Agreement, and other good and valuable considerations, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Definition of Confidential Information

For purposes of this Agreement, "Confidential Information" means any data or information that is proprietary to the Disclosing Party and not generally known to the public, whether in tangible or intangible form, whenever and however disclosed, including, but not limited to:

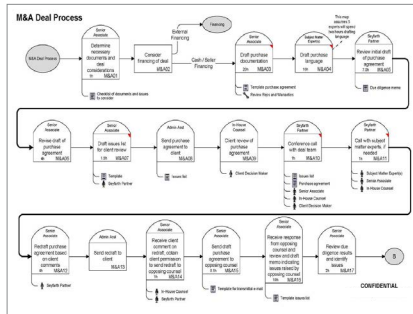
Legal Industry Resources

Practical Law | **Corporate and M&A Standard Documents**

This is a list of all Standard Documents published by Practical Law Corporate and M&A. Practical Law's Standard Documents have integrated notes with important explanations and drafting tips, and are designed to reflect the latest law and market practice.

TITLE	DATE
Attitude of Lost Block Certificate	Maintained
Articles of Organization (NY)	Maintained
Asset Purchase Agreement (Pro-Buyer Long Form)	Maintained
Asset Purchase Agreement (Pro-Buyer Short Form)	Maintained
Asset Purchase Agreement (Pro-Seller Long Form)	Maintained
Assignment and Assumption Agreement	Maintained
Bill of Sale (Asset Acquisition)	Maintained
Buy-Sell Agreement (Business Roundtable) LLCs	Maintained
By-laws: DE Corporation	Maintained
By-laws: NY Corporation	Maintained
Call Option Agreement	Maintained
Certificate of Amendment of Certificate of Incorporation (DE)	Maintained
Certificate of Amendment of Certificate of Incorporation (NY)	Maintained

Process Mapping



Seyfarth Solver

Legal Support Intake

Where should we direct your request?

Please select the area of law that you need assistance with:

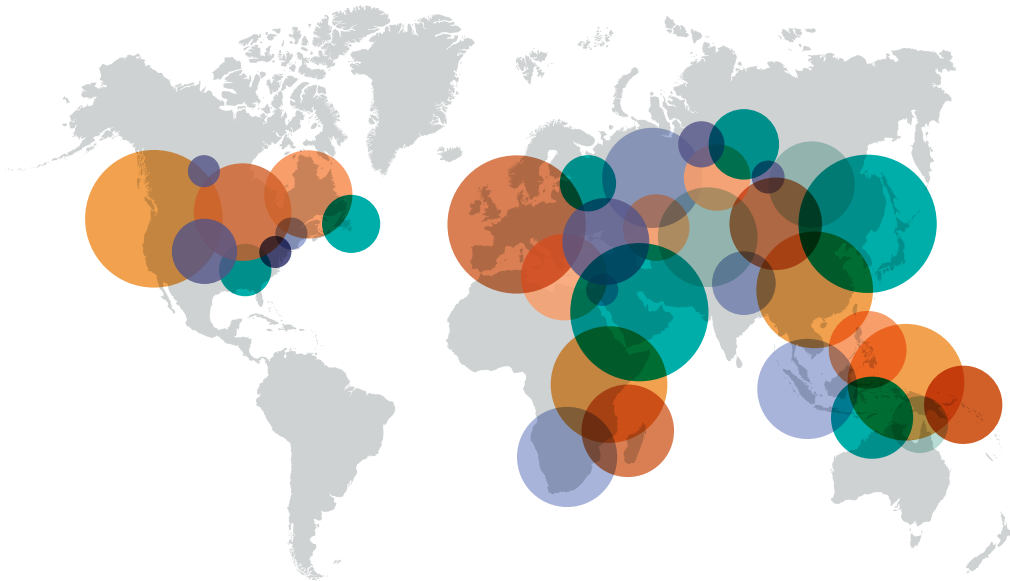
- Corporate
- Intellectual Property
- Labor & Employment
- Real Estate
- Taxation
- Other

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M&A attorneys utilize proprietary subscriptions and templates for additional cost efficiencies for our clients.

Work Without Boundaries

Seyfarth has experience in cross-border M&A transactions and has handled deals involving businesses across North America, Europe, the Middle East, and Asia.



Recognitions

BTI Most Recommended Law Firms

Earning unprompted endorsements from clients, Seyfarth was recognized as a law firm highly recommended by general counsel.

The Legal 500

Recognized as a leading technology, media, and telecommunications (TMT) practice in Hong Kong.

IFLR1000

Recognized in the Capital Markets: Equity category as a “Hong Kong Notable Firm” for three consecutive years.

Post-Merger Integration Solutions

Seyfarth believes it is our responsibility to support our clients' post-merger integration business goals. With that in mind, we have worked closely with our compliance services and training subsidiary, Seyfarth at Work, to create The Merger Playbook, a comprehensive communications and engagement solution anchored by a high-impact training program.

Seyfarth
AT WORK

Globally, clients collaborate with Seyfarth at Work to tailor The Merger Playbook to their workplace needs, values, risk factors, and compliance objectives. This process helps minimize future potential liabilities, while serving as a unique springboard for people integration and post-merger success.

Seyfarth at Work's key courses have achieved 100% course approval in both Equal Employment Opportunity Commission and Department of Justice consent decrees and have been deemed "outstanding" by federal agency monitors.

Leader in Advising Middle Market Companies



Represented the Astound management team, Patriot Media, in an \$8.1 billion acquisition of Astound Broadband by Stonepeak Infrastructure Partners, a private equity firm specializing in infrastructure investing.



Represented Evoque, a leading data center and cloud solutions provider, in connection with a joint venture to bring to market over 100 MW of power capacity and over 500,000 square feet of data center space in Tennessee.



Represented Cars.com, a leading digital automotive platform company, in a \$128 million acquisition of a provider of vehicle appraisal and valuation data, along with its related businesses.



Represented Chapman University in the transfer of control of its nonprofit subsidiary Brandman University to the University of Massachusetts.



Represented Allstate, a premier global insurance carrier, in the purchase of a niche health insurance company that provides management, sales, and marketing services to organizations that offer life, health, identity-theft, and other similar protection products.



Represented Altice USA, the fourth-largest cable operator in the US, in the acquisition of assets of Morris Broadband, a cable broadband provider serving customers in North Carolina.

Alleghany Capital

Represented a subsidiary of Alleghany Capital Corporation, a wholly-owned subsidiary of Alleghany Corporation that owns and oversees a diverse group of non-financial businesses, in the acquisition of Wilbert, Inc., a privately-held provider of injection molded and thermoformed parts and multi-component assemblies for original equipment manufacturer (OEM) customers in a range of end-markets.



Represented Donde, an online fashion retailer, in a \$55 million sale to Shopify, a Canadian public company that has global commerce business.

Leader in Advising Middle Market Companies



Represented Indegene, a health care solutions company, in an acquisition of CultHealth, a digital marketing and advertising agency in the healthcare space.



Represented CIS Global and its owners, including Guardian Capital Partners, in connection with the \$200 million sale of all equity interests of the business to nVent HOFFMAN, a leading provider of electrical connection and protection solutions globally.



Represented Dynata, the world's largest first-party data company, in the acquisition of InBrain Holdings, Ameritest, and Optimus Analytics.

Alleghany Capital

Represented Alleghany Capital Corporation (a subsidiary of Berkshire Hathaway) in connection with its minority interest buyout of Jazwares and its affiliates. Jazwares is one of world's leading toy companies, with brands such as Pokemon, Fortnite, and Star Wars.



Represented Northern Wind, LLC, a Massachusetts-based direct off-loader, processor, and distributor of fresh and frozen scallops, and its owners, in connection with a sale of the company to ACON Investments, a private equity firm.



Represented Grande Communications in the acquisition of assets of Harris Broadband, a leading provider of fiber-to-the-home services, offering internet, TV, and voice services in areas of Central Texas.



Represented Tightrope Capital Partners, a private equity firm, in the formation of a new platform company and the acquisition of an emergency vehicle dealer and servicer in New York, New Jersey, and Pennsylvania.



Represented AssureHire, a rapidly growing emerging company in the automated background check business, in a sale of the company to a provider of end-to-end software solutions for enterprise legal, compliance, and HR professionals.

Leader in Advising Middle Market Companies



Represented The Reynolds and Reynolds Company, a leading provider of auto dealership software and services, in the acquisition of Motility Software, a leader in dealer management software for specialty vehicle dealerships.



Represented AnGes, a Japan-based biopharma company publicly traded on the Tokyo Stock Exchange, in its acquisition through a reverse triangular merger of all of the issued and outstanding stock of a US- and Israel-based biotechnology company (enterprise value approximately \$250 million) focused on gene editing using synthetic biology to address untreatable diseases.



Represented Irvine Health Foundation in a joint venture with a national provider of specialized health care services in a sale of health care senior services marketing software.



Represented Emergex USA Corporation in an acquisition of substantially all of the assets of a provider of cell based assay solutions, proteomic analysis, co-development of drug and vaccine formulations, and in-vivo/in-vitro characterization services. Emergex USA Corporation is a wholly-owned subsidiary of Emergex Vaccines Holding Limited, a private UK company whose focus is on the development of 100% synthetic T-cell vaccines for viral and bacterial infectious diseases.



Represented Argo Consulting, a global operational consulting firm, in a business merger with EFESO, an operations strategy and performance improvement consultancy company headquartered in Paris, France.



Represented Strix Group Plc, an international manufacturing company, in a €19.6 million acquisition of 100% of the issued share capital of an Italian company whose operations and subsidiaries ranged over Europe, mainland China, Hong Kong, and Taiwan.



Represented OnPrem Solution Partners, LLC, a highly reputed consultancy across the media and entertainment supply chains in the US, in the sale of a controlling equity position to Qvest Group, a Germany-based and world-leading systems architect and ICT integrator. This transaction will lay the foundation for Qvest Group's portfolio extension into the US market.



Represented Hero Group, an international food company focused on branded nutritional food products, in the acquisition of Baby Gourmet, a privately held organic baby food company in Canada.

Leader in Advising Middle Market Companies



Represented KemperSports, one of the largest golf management companies in the US, in a capital investment transaction involving multiple outside investors and a multi-level restructuring.



Represented Dwyer Instruments, a manufacturer of instrumentation solutions for the HVAC and process automation markets, in the sale of its controlling stake to Arcline Investment Management, a growth-oriented private equity firm.



Represented IG Design Group Plc, the largest consumer gift packaging business in the world, in its acquisition of CSS Industries, a leading consumer products company serving the craft, gift, and seasonal markets.



FULTON-CAPITAL

Represented Midwest Mezzanine and Fulton Capital in the sale of Royal Pacific Limited ("RP Lighting + Fans") to a leading distributor of residential and commercial plumbing, HVAC/R, industrial, and waterworks products.



Represented The Reynolds and Reynolds Company, a leading provider of auto dealership software and services, in the acquisition of Proton Dealership IT, a leader in auto dealership cybersecurity.



Represented Radiate Acquisition, Inc. in the acquisition of Digital West, a leading telecom and fiber company based in California.



Represented 7 Mindsets in a sale to an affiliate of Gauge Capital, consisting of a complicated pre-closing reorganization; a sale of the LLC interests to Gauge; and the rollover of capital to a new “go forward” private equity limited liability company controlled by Gauge.



Represented Camper Clinic in the sale of three RV dealerships located in Texas to RV Retailer, LLC, a private equity-backed RV dealership company with RV dealerships throughout the country.



“Seyfarth” and “Seyfarth Shaw” refer to Seyfarth Shaw LLP, an Illinois limited liability partnership. Our London office operates as Seyfarth Shaw (UK) LLP, an affiliate of Seyfarth Shaw LLP. Seyfarth Shaw (UK) LLP is a limited liability partnership established under the laws of the State of Delaware, USA, and is authorized and regulated by the Solicitors Regulation Authority with registered number 556927. Legal services provided by our Australian practice are provided by the Australian legal practitioner partners and employees of Seyfarth Shaw Australia, an Australian partnership. Seyfarth Shaw (賽法思律師事務所) is a separate partnership operating from Hong Kong as a firm of solicitors.

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