

## Corporate

The attorneys in Greenspoon Marder's Corporate Practice Group serve as trusted advisors to growth companies, corporate boards and special committees, institutional investors, private equity and venture capital funds, entrepreneurs, and senior executives across a wide spectrum of industries. We take pride in the depths of our relationships and the success of our clients. We are still serving as counsel to our firm's very first client nearly 40 years after first being retained.

Our corporate, finance and securities lawyers are regularly hired to lead our clients' most complex, sophisticated and sensitive matters. We work closely with our clients to develop thoughtful and practical strategies that address their immediate needs while keeping their long term goals in mind. We represent clients through the entire life cycle of their business enterprises, from the earliest conversations about entity formation to the raising of funds through institutional finance or capital markets transactions, the negotiation of joint ventures or strategic alliances, the acquisition or disposition of new business units, the restructuring of liabilities and the execution of an exit strategy.

Our clients appreciate our practical, straightforward approach to business, and we work across a diverse set of industries including traditional industries like hospitality, aerospace and defense, real estate, entertainment, consumer products, healthcare, and banking, as well as new growth industries like technology, new media, blockchain and digital assets. We also boast one of the nation's leading full service, multi-disciplinary cannabis practices.

We handle a wide range of corporate and commercial matters, including:

- Corporate Governance and Special Committee Representation
- Capital Markets Transactions
- Cross-border Transactions
- Emerging Growth, Technology, Life Sciences and Digital Assets Transactions
- Executive Compensation and Employment Matters
- Leveraged Finance
- Intellectual Property Transactions
- Joint Ventures and Strategic Alliances
- Mergers, Acquisitions and Dispositions
- Private Equity and Venture Capital Fund Formation and Governance
- Restructurings, Workouts and Distressed Investments
- Tax Matters

### Related Areas

- Banking & Finance
- Bankruptcy and Reorganization
- Government Relations
- Public Finance
- Tax
- Blockchain

### News

- Greenspoon Marder Partner Julian Fortuna Recognized Among 2024 Super Lawyers in Georgia

- Greenspoon Marder Client Plai Labs Launches Newest Venture in AI Text-to-Video Tool Titled PlaiDay
- Client Alert: Corporate Transparency Act
- Greenspoon Marder Ranked Among the Best Law Firms by Best Lawyers® for 2024
- Greenspoon Marder Corporate Practice Group Successfully Represents MaxLite Inc. and MaxWest LLC in Connection to New Finance Facility
- Greenspoon Marder Corporate Practice Group Successfully Represents Spring Mountain Vineyard, Inc.
- Greenspoon Marder Attorneys Joseph MacLellan and Gai Sher Represent Client B Generous In Partnership with NFL Player Damar Hamlin
- Greenspoon Marder Expands Corporate Practice with Addition of Partner Jon Lyman
- Greenspoon Marder Expands Corporate Practice with Addition of Partner Talat Ansari in New York
- Greenspoon Marder Attorneys Alan Clarke and Julian Fortuna Recognized Among 2023 Super Lawyers in Georgia
- FTC Proposes Rule on Non-Competition Agreements
- Greenspoon Marder Represents Client AppHub as Lead Counsel in Acquisition of REVIEWS.io
- Scariest Trends Businesses Are Facing Today
- Greenspoon Marder Partner Dana Somerstein Appointed Board Chair Of 211 Broward
- Greenspoon Marder Senior Counsel Gai Sher Named to The National Law Journal's 2022 Cryptocurrency Trailblazers List
- Greenspoon Marder Attorney Robert Johnson Selected to Crain's Chicago Business' Notable Leaders in Community Development for 2022
- Greenspoon Marder Successfully Represents Woof Gang Bakery & Grooming in Sale to Garnett Station Partners
- Greenspoon Marder Represents Samson & Surrey in Significant Transaction
- Greenspoon Marder Expands Corporate & Business Capabilities with Addition of Three New Attorneys
- Greenspoon Marder Partner Aliya Nelson Selected To Crain's New York Business 2022 Notable Women in Law List
- Greenspoon Marder Receives Top Rankings In The 2022 Edition Of U.S News & World Report – Best Lawyers® “Best Law Firms”
- Greenspoon Marder Attorney Robert Johnson Featured Speaker at 2021 Black Wealth Summit
- Greenspoon Marder Expands Corporate & Business Capabilities in Los Angeles and Atlanta with Addition of New Partners John Babala and Julian Fortuna
- Greenspoon Marder Attorneys Recognized as “Top Lawyers” by Fort Lauderdale Illustrated for 2021
- Greenspoon Marder Expands Corporate & Business Capabilities With Addition of New Partner Michael Burwick in New York and Miami
- Day One Recap: Greenspoon Marder Innovation Summit
- Greenspoon Marder Partner Michael Smith Featured Speaker At The "Fundamentals Of U.S. Securities Law: What Canadian Legal Professionals Need To Know" Conference
- Greenspoon Marder Hosts U.S. Cannabis Regulatory Update in Toronto
- Greenspoon Marder Partner Michael Krul Selected As A "Lawyer of the Year" By Best Lawyers® For 2020
- Greenspoon Marder Expands Corporate & Business Capabilities With Addition Of New Partner Michael Smith in New York
- Greenspoon Marder Expands Corporate & Business Capabilities With Addition of New Partner Robert Wessely in New York
- Greenspoon Marder Supports the 2019 Arcview Investor Forum in Los Angeles
- Greenspoon Marder Partners Barry Somerstein and Mark Somerstein Recognized As IFLR1000 Elite Dealmakers
- Greenspoon Marder Expands Litigation and Corporate & Business Capabilities in New York With Addition of Partner James Valvano
- Greenspoon Marder Announces Rankings In Chambers And Partners USA 2017
- Greenspoon Marder Shareholder Laurence "Larry" I. Blair Named New Chair Of Local Jacobson Jewish Community Foundation
- Greenspoon Marder Attorney Dana Somerstein Appointed To 2-1-1 Broward Board of Directors
- Greenspoon Marder Supports The Jewish Federation Of Broward County
- Greenspoon Marder Co-Managing Director, Michael Marder, Recognized As A 2017 CEO Of The Year By Orlando Business Journal

- Eight Attorneys From Greenspoon Marder Listed In The Best Lawyers Business Edition 2017

## **Videos**

- 2022 Year in Review & 2023 Forecast: Corporate Law
- Webinar: Facing Challenges and Seizing Opportunities in the Post-Pandemic Recovery For Investors and Entrepreneurs
- Webinar: A New (not) Normal Marketing Approach
- Webinar: Cannabis in Quarantine - Burning Questions We Hear Most

## **Publications**

- FTC Proposes Rule on Non-Competition Agreements
- Scariest Trends Businesses Are Facing Today
- Te Fusionaste Con Un SPAC... Y Ahora Que?
- Day One Recap: Greenspoon Marder Innovation Summit

## **Meet the Team**

- Kenji Alexander
- Talat Ansari
- John L. Babala
- Andrew Bechel
- Ariela Benchlouch
- Puneet Bhullar
- Laurence I. Blair
- Gregory J. Blodig
- Heidi N. Boyles
- Sandra Brown
- Michael G. Candiotti
- Alan S. Clarke
- Alan B. Cohn
- Julian A. Fortuna
- John Gelety
- Richard Giller
- Ellen Gilmore
- Gene K. Glasser
- Melissa Groisman
- Haas Hatic
- Mae M. Innabi
- Robert B. Jackson
- Robert Johnson
- Jerry Juste
- Brent D. Klein
- Brian Koegle
- Adam Koscielski
- Michael H. Krul

- Gary S. Lachman
- David R. Lenox
- Penny Linsenmayer
- Bryce D. Linsenmayer
- Edmund O. Loos III
- Jon Lyman
- Andrew Marcus
- Madison Marder
- Michael E. Marder
- Morris G. “Skip” Miller
- Aliya J. Nelson
- Michael E. Ross
- Kevin M. Ryan
- Rose M. Schindler
- Gai Sher
- John L. Shiekman
- Eric Simonson
- Akshita Singh
- Joseph E. Sleiman, Jr.
- Mark K. Somerstein
- Dana Somerstein
- Barry E. Somerstein
- David Standa
- James Valvano
- Brittany Waserstein-Riemer
- David Weisman
- Robert P. Wessely

## **Sub-Practices**

### **Corporate Securities**

Greenspoon Marder LLP's Corporate & Business Practice Group handles public and private offerings on behalf of issuers, underwriters, private investment firms and investment advisory firms. These offerings have ranged in size from start-up ventures to entities engaged in a broad spectrum of business activities.

Service offerings include:

- Private/Public Offerings, Debt and Equity Securities
- Initial/Secondary Public Offerings
- Shelf Registrations
- Rule 144A Transactions
- Management/Leveraged Buy-Outs
- Spin-offs
- Tender Offers

- Issuer Tenders
- Buy-backs
- Conduit Financing
- De-registrations
- Going-Private Transactions

We also assist clients with registration of business combination transactions, institutional private placements, and commercial paper programs, as well as registration of employee benefit plans, dividend reinvestments, stock purchase plans, and legal compliance and enforcement matters.

Greenspoon Marder offers the following services:

### **Private Financing**

- Financings structured to avoid the offer and sale of a security
- Private placements and other offerings of securities exempt from registration
- Debentures and other redeemable debt/equity financing

### **Public Offering**

Public offerings remain a primary source of capital and an important threshold for many emerging businesses. With experience ranging from initial public offerings of common stock to "roll ups" and other complex offerings, we provide complete legal representation to issuers or underwriters in a public offering of securities.

Services include:

- Preparation and filing of a registration statement
- Preparation of underwriting documentation and compliance with NASD corporation finance requirements
- "Blue Sky" law analysis and compliance

Our attorneys also advise on day-to-day issues, including:

- Reporting under the Securities Exchange Act of 1934, as amended
- Federal, state and NASD regulation of broker-dealers
- Federal and state regulation of investment companies and investment advisors
- Re-sales of restricted securities

### **Corporate Governance and Special Committee Representation**

Greenspoon Marder represents private and publicly traded companies, special committees, independent directors and boards in corporate governance issues and related matters. Our team is highly experienced in working with companies and executives across multiple industries to advise on governance issues, capital raising and securities matters, M&A and change-of-control planning, regulatory compliance and crisis management. We frequently counsel public companies with respect to various obligations arising under federal securities laws, including general disclosure requirements and periodic reporting obligations, Sarbanes-Oxley compliance, the Dodd-Frank Act, and the regulatory requirements of the Securities and Exchange Commission (SEC), the New York Stock Exchange (NYSE), the Nasdaq Stock Market.

In addition, our securities lawyers have significant experience working with overseas corporate and securities counsel on cross-border securities listings, capital markets transactions and M&A transactions. We understand that increased regulatory burdens can be costly for clients in both time and resources. Our team is committed to helping clients navigate

complicated corporate governance issues, and we help implement processes that avoid difficult situations before they arise.

## **Cross-Border Transactions**

Our Corporate attorneys lead our firm's extensive multidisciplinary international and cross-border practice providing U.S. counsel to domestic and overseas clients on a broad range of corporate, securities and compliance issues. We advise companies around the world, ranging from major multinational companies to venture backed and privately held businesses on the full range of U.S. legal issues involved in cross-border financings, acquisitions, dispositions, joint ventures, strategic alliances and significant commercial transactions. Our attorneys represent both foreign clients with business or personal dealings in the United States and U.S.-based clients with interests in foreign countries.

We also provide strategic counsel to foreign clients in resolving disputes with U.S.-based business partners, including in the federal and state courts in collaboration with our litigation attorneys to handle actions, arbitrations and mediations before federal, state and international courts and agencies. Our cross-border Corporate attorneys work closely with our securities lawyers, tax lawyers, immigration lawyers, asset protection lawyers, regulatory lawyers and litigation lawyers to achieve the most efficient outcome for the client.

## **Capital Markets**

Our securities attorneys regularly represent issuers, underwriters, placement agents and investors in public and private offerings of equity and debt securities. We also represent financial institutions, borrowers and other capital markets participants on financing structures, acquisition financing, debt offerings, credit lines, capital raises, refinancing and restructurings. We have also worked as U.S. counsel in connection with cross-border securities transactions in several different jurisdictions and industries.

We stay acutely aware of the ever-changing lending regulations to help our clients understand their risk, and to provide innovative or alternative financing paths. In today's dynamic environment, we closely follow market trends, recent case law involving financings, bankruptcies and other factors so we can provide the most informed advice and solutions.

## **Emerging Growth, Technology, Life Sciences and Digital Assets Transactions**

Greenspoon Marder has a long history representing growth companies, and many of our Corporate attorneys have significant experience representing some of the most exciting technology companies and technology institutional investors. We are deeply familiar with structuring, negotiating and closing financing transactions for the full range of growth companies, including startup and formation capital raises, "angel" and venture capital rounds, private equity investments and public offerings of debt and equity securities (including convertible securities, SAFEs and other non-traditional instruments). We have represented technology clients (including new media companies, mobile app developers, social media companies and other disruptive technology players), life science and biotech companies, and digital assets and crypto token issuers as well as venture capital and other institutional investors in their dealings with such companies.

We are also one of the few firms to develop a detailed understanding of digital assets and crypto tokens, and we provided counsel in connection with the unique digital tokenization of a diverse portfolio of real estate interests among other matters in this developing field of expertise.

## **Executive Compensation and Employment Matters**

We represent corporate clients and C suite executives in the negotiation and implementation of their compensation arrangements, including executive employment agreements, stock option and equity incentive plans, deferred compensation arrangements and other similar matters.

## **Leveraged Finance**

Our finance attorneys have deep experience both with traditional institutional secured and unsecured lending transactions on behalf of banks, insurers, private equity and hedge funds, and other traditional corporate finance market participants, as well as with non-traditional liquidity providers such as emerging growth entities and fintech companies. We represent lenders, borrowers, guarantors, lienholders and other third party stakeholders. We also regularly represent lenders and borrowers in mezzanine debt transactions, real and personal property sale/leaseback transactions, and convertible debt transactions in both distressed and non-distressed situations.

In addition to our traditional finance practice, we have pioneered the development of lending structures in emerging and regulated industries such as cannabis, which requires an understanding of a highly unique set of regulatory challenges. We also regularly represent lenders, borrower and guarantors in connection with the debt components of sponsored and unsponsored LBOs, MBOs and other leveraged acquisitions.

### **Intellectual Property Transactions**

Growth companies, technology companies, entertainment and new media companies, fintech companies create significant commercial value from their intellectual property. Indeed, as the world gets more digitized, even companies without an intellectual property portfolio encounter intellectual property issues on a regular basis. Our corporate attorneys regularly work with our intellectual property group to implement complex sale, licensing and other arrangements involving a broad range of intellectual property rights and obligations as well as lending and finance transactions secured by intellectual property.

### **Joint Ventures and Strategic Alliances**

We help clients plan, negotiate and implement joint ventures and strategic alliances both for commercial reasons and as an alternative to more traditional M&A transactions. In today's global economy, these types of cooperative enterprises can be mutually beneficial for both short and long term projects both domestically and internationally. We work with companies across the value-chain to form joint ventures and formal alliances, navigating sophisticated corporate governance issues, antitrust issues, intellectual property concerns, licensing agreements, and tax matters.

Greenspoon Marder attorneys are well versed in applicable state partnership, contracts and commercial transactions laws, and know how to traverse complex Federal income tax matters as they arise.

### **Mergers, Acquisitions and Dispositions**

Our attorneys are participating in some of the largest and most sophisticated M&A transactions in the United States and abroad. Our diverse industry and geographic focus allows us to apply best practices to cutting edge transactions with a focus on our client's unique circumstance and requirements. We represent companies in all stages of growth, from startups to large institutions ranging in size from under \$10M to in excess of \$1B. We work with sellers, buyers, VC and private equity funds, financial advisors, specialty committees, shareholder groups and others to provide creative and responsive counsel.

Our extensive experience includes:

- Strategic Acquisitions and Dispositions
- Due Diligence
- Tax Planning
- Transaction Structuring
- Financing
- Restructuring
- Private Equity Transactions
- Auctions
- Roll-up Transactions
- Cross-border Transactions

## **Private Equity and Venture Capital Fund Formation and Governance**

Our corporate attorneys have advised fund sponsors in connection with the formation and governance of domestic and offshore private equity and venture capital funds. We also work with small, mid-size and megafund sponsors and investors to provide advice on various aspects of PE and VC investments, as well as portfolio level governance, acquisitions and dispositions. We work with fund clients in a variety of industries like technology, retail, telecom, finance, entertainment, cannabis and hemp, consumer products, utilities and hospitality. Our portfolio company representation includes advising companies on debt and equity financing, public offerings, PIPE transactions, recapitalizations, spin-offs and roll-ups, leveraged buy-outs and more.

We work with our PE and VC clients on a range of solutions from tax planning to ownership incentives to exit strategies. We have also worked extensively with fundless sponsors on creative fundraising structures.

## **Restructurings, Workouts and Distressed Investments**

Our corporate attorneys have significant experience with distressed transactions in a variety of industries, including representation of senior secured creditors, junior lienholders and unsecured creditors as well as representation of borrowers, guarantors and other third party stakeholders in both domestic and international situations. Our multidisciplinary approach is particularly effective with clients seeking to avoid a bankruptcy restructuring. We represent distressed private equity funds in strategic debt investments, workouts and “loan to own” transactions, other acquirers of distressed assets, as well as guarantors, controlling equity owners and other third party stakeholders in restructurings, workouts, recapitalizations and similar transactions.

Additionally, we have developed unique solutions to distressed situations in which traditional bankruptcy options are unavailable or impractical, such as in the cannabis industry and in connection with situations that involve complex international jurisdictional challenges.

## **Tax Matters**

Virtually all sophisticated corporate and securities transactions are impacted by, and are often motivated by, the tax implications to the participants of various transactions. Our corporate attorneys work closely with our firm’s tax department in connection with implementing all types of corporate transactions, including tax free reorganizations and tax deferred transactions, public and private REITs, opportunity zones and international tax matters.