

Life Sciences

Participants in the life sciences sector operate in an increasingly challenging environment that requires a broad spectrum of sophisticated legal services. Our group counsels emerging and mature companies, investors, and investment banks in areas ranging from financing and venture capital to intellectual property, FDA regulatory and sales and marketing compliance, mergers and acquisitions, licensing, employment, litigation, antitrust, product liability, and other general commercial and clinical matters relevant to the life sciences industry. The team—including former in-house counsel from large and midsize pharmaceutical, medical device, and biotech companies—anticipates and efficiently addresses client needs.

We have been described as "beyond responsive"—we care deeply about our clients and see their day-to-day battles as our own. Our broad industry practice representing emerging companies, multinational publicly traded companies, venture funds, hedge funds, private equity firms, and life sciences-focused investment banks gives us insight into industry dynamics and helps us develop creative solutions to complex legal issues.

EXPERIENCE

- > Represented Zomedica Pharmaceuticals Corp. (NYSE: ZOM), a veterinary diagnostic and pharmaceutical company, in a \$20 million public offering of common stock and warrants.
- > Represented Timber Pharmaceuticals LLC, a privately held biopharmaceutical company focused on the development and commercialization of treatments for orphan dermatologic diseases, in connection with its definitive merger with BioPharmX Corporation. Under the terms of the merger agreement, Timber Pharmaceuticals LLC merged into a wholly owned subsidiary of BioPharmX, with Timber surviving as a wholly owned subsidiary of BioPharmX. The combined company operates under the name Timber Pharmaceuticals, Inc., with its shares trading on the NYSE American under the ticker symbol "TMBR."
- > Represented Timber Pharmaceuticals LLC, a privately held biopharmaceutical company focused on the development and commercialization of treatments for orphan dermatologic diseases, in connection with a \$25 million private placement of common stock and warrants.
- > Represented Delcath Systems, Inc. (NASDAQ:DCTH), an interventional oncology company focused on the treatment of rare primary and metastatic cancers of the liver, in a \$22 million underwritten public offering of shares and warrants and subsequent uplisting to the Nasdaq Capital Market.
- > Represented Corbus Pharmaceuticals Holdings, Inc., a clinical-stage drug development company pioneering transformative medicines that target the endocannabinoid system, in connection with an at-the-market offering of common stock of up to \$75 million.
- > Represented H.C. Wainwright & Co. as the sole book-running manager in connection with the \$31.6 million underwritten public offering of common stock of Actinium Pharmaceuticals, Inc. (NYSE: ATNM), a clinical-stage biopharmaceutical company developing Antibody Radiation-Conjugates.
- > Represented Tonix Pharmaceuticals Holding Corp. (NASDAQ: TNXP), a clinical-stage biopharmaceutical company focused on discovering and developing small molecules and biologics to treat pain, addiction and psychiatric conditions, in connection with an at the market offering of up to \$50 million.
- > Represented Sonnet BioTherapeutics, Inc., a privately-held clinical stage biopharmaceutical company developing innovative targeted biologic drugs, in connection with its merger with Chanticleer Holdings, Inc. to form a company operating under the name Sonnet BioTherapeutics Holdings, Inc., with its shares trading on the Nasdaq Capital Market under the ticker symbol "SONN" and in connection with a private placement of \$19 million and the acquisition of the global development rights for Atexakin Alfa from Relief Therapeutics SA
- > Represented Voltron Therapeutics in connection with a joint venture with Hoth Therapeutics (NASDAQ: HOTH) to develop a Self-Assembling Vaccine (SAV) for COVID-19 with technology exclusively licensed by Voltron from the Vaccine and Immunotherapy Center at Massachusetts General Hospital. The joint entity will be called HaloVax.
- > Represented Cystron Biotech LLC in its sale to Akers Biosciences, Inc. (NASDAQ: AKER), a developer of rapid health information technologies for a combination of upfront cash, common stock, milestones and royalties with a potential deal value in excess of \$25M. Cystron held a license to a novel vaccine platform for COVID-19.
- > Represented National Securities Corporation as underwriter in connection with a \$21 million underwritten public offering of common shares of Oramed Pharmaceuticals Inc. (Nasdaq: ORMP), a clinical-stage pharmaceutical company focused on the development of oral drug delivery systems.
- > Represented TREK Therapeutics in the sale of assets involving a license for a broad spectrum anti-viral for the potential treatment of COVID-19 to NeuroClear Technologies, Inc., a majority owned subsidiary of BioSig Technologies, Inc.
- > Represented Corbus Pharmaceuticals Holdings, Inc., a clinical-stage pharmaceutical company focused on the development and commercialization of novel therapeutics to treat rare, chronic and serious inflammatory and fibrotic diseases, in connection with a \$46 million underwritten public offering of common stock.
- > Represented Oppenheimer & Co. Inc. as sole underwriter in an underwritten public offering of \$26.5 million of common stock for Catabasis Pharmaceuticals, Inc. (Nasdaq: CATB), a clinical-stage biopharmaceutical company.
- > Represented G Tech Bio, LLC in an exclusive out-licensing of a novel potential treatment or cure for Hepatitis B Virus (HBV) to Enochian Biosciences, Inc. Financial terms of the transaction were not disclosed.
- > Represented Matinas BioPharma Holdings, Inc. (NYSE:MTNB) in connection with a clinical stage biopharmaceutical company focused on development of its lead product

candidate, MAT9001, for the treatment of cardiovascular and metabolic conditions, in connection with an approximately \$50 million public offering of common stock.

- > Represented CytoDyn, Inc., a clinical stage biopharmaceutical company, in its agreement to license the US rights to commercialize Leronlimab, a potential treatment for HIV, to Vyera Pharmaceuticals, LLS for up to \$87.5 million in upfront and regulatory and sales-based milestone payments.
- > Represented Hildred Capital Management, a New York-based private equity firm, as co-counsel on the majority recapitalization of DermCare Management, LLC and Skin & Beauty Center Management, LLC, a dermatology-focused physician practice management company.
- > Represented Provention Bio, Inc., a clinical-stage biopharmaceutical company, in an underwritten offering common stock and concurrent private placement of common stock to Amgen Inc., totaling \$66 million.
- > Represented Provention Bio, Inc., a clinical stage biopharmaceutical company that develops and commercializes therapeutics and solutions for immune-mediated diseases, in a \$50 million At the Market Offering of common stock.
- > Represented Cancer Genetics, Inc. (NASDAQ: CGIX), a leader in enabling precision medicine in oncology through the use of biomarkers and molecular testing, in their \$23.5 million sale of their BioPharma Services business to Interpace Diagnostics Group, Inc., (NASDAQ: IDXG) a bioinformatics business that provides clinically useful molecular diagnostic tests, bioinformatics and pathology services for evaluating risk of cancer.
- > Represented Motus GI Holdings, Inc., a medical technology company dedicated to improving clinical outcomes and enhancing the cost-efficiency of colonoscopy, in a \$22 million underwritten offering of common stock.
- > Represented Zomedica Pharmaceuticals, Corp (NYSE: XOM), a veterinary diagnostic and pharmaceutical company, in its private placement of up to \$20 million Series 1 preferred shares.
- > Represented Crown Laboratories, Inc., a leading, fully integrated skin care company, and Hildred Capital Partners LLC, a private investment firm, in the acquisition of North American rights to Keri® from GlaxoSmithKline.
- > Represented H.C. Wainwright & Co., LLC, as the underwriter, in connection with a \$28.75 million public offering for Onconova Therapeutics, Inc. (Nasdaq: ONTX).
- > Represented Regulatory Professionals, Inc., a global integrated regulatory outsourcing providers to the pharmaceutical, biopharmaceutical, and medical device industries, in its acquisition by Premier Research, a global provider of clinical development services to biopharmaceutical product innovators. (July 2018)
- > Centivo, a new type of self-funded health plan, in its \$34 million Series A financing led by Bain Capital Ventures, with additional investments from F-Prime Capital Partners, Maverick Ventures, Bessemer Venture Partners, Ingleside Investors, Rand Capital, Grand Central Tech Ventures, and Oxeon Investments.
- > Aetion, Inc. in its \$36.4 million Series B financing, in a round led by New Enterprise Associates (NEA) and including, as a new investor, Amgen Ventures, alongside existing investors Flare Capital Partners, Lakestar, and Oxeon Ventures. We previously represented Aetion in its \$11.2 million Series A financing led by Flare Capital Partners and joined by Lakestar.
- > Represented Provention Bio, Inc. in the completion of asset purchase and a license agreement transactions involving clinical-stage assets with MacroGenics, totaling \$700 million. The license agreement with MacroGenics provides Provention with exclusive global rights for the purpose of developing and commercializing MGDO10 (renamed PRV-3279), a humanized protein and a potential treatment for systemic lupus erythematosus (SLE) and other similar diseases. In the asset purchase agreement, Provention Bio acquired teplizumab (renamed PRV-031).
- > Represented Corbus Pharmaceuticals Holdings, Inc. (NASDAQ: CRBP) in a \$15 Million registered direct offering of its common stock. The proceeds from the offering will be used towards the continued advancement of the Company's clinical development programs of its investigational drug, Resunab. Corbus Pharmaceuticals, based in Massachusetts, is a clinical stage pharmaceutical company focusing on rare, life-threatening, chronic inflammatory diseases.
- > Represented Provention Bio (Nasdaq:PRVB), a clinical stage biopharmaceutical company, based in New Jersey, dedicated to intercepting and preventing immune-mediated diseases, in its \$63.9 million initial public offering of shares of common stock.
- > Represented AzurRx BioPharma, Inc, a company specializing in the development of non-systemic, recombinant therapies for gastrointestinal diseases, in the acquisition of expanded commercialization rights to MS1819-SD from Laboratories Mayoly Spindler, SAS.
- > Represented Enochian Biopharma Inc. in its sale to DanDrit Biotech USA, Inc. (OTCQB: DDRT), becoming a wholly owned subsidiary of DanDrit Biotech USA, Inc.
- > Represented Provention Bio, Inc. in the in-licensing of PRV300 from Janssen Pharmaceutica NV and Janssen Sciences Ireland UC.
- > Represented Provention Bio, Inc. in the in-licensing of PRV6527 from Janssen Pharmaceutica NV and Janssen Sciences Ireland UC.
- > Represented Provention Bio, Inc. in the in-licensing of an enterovirus vaccine platform to reduce the onset of type 1 diabetes from Vachtech Oy. Provention will use part of the \$28.4 million founding financing invested by JDRF T1D Fund to advance the program.