

## **I Private Equity**

The Private Equity Group works with the financial sponsor community to structure, negotiate, and consummate acquisitions and financings of private and public companies, exit transactions, going-private transactions, stock-for-stock acquisitions, spinoff transactions, and acquisitions of minority interests. In addition, we advise management teams and sponsors in connection with rollover investments and management incentive plans. Drawing on the full resources of our Investment Management Group, we also handle the structuring and formation of funds.

We work regularly with large, middle-market, and growth equity financial sponsors and their portfolio companies across a wide range of industries, including asset management and financial services, business services, consumer and retail, energy services, food and restaurant, life sciences and pharmaceutical, manufacturing, professional and other services, publishing and media, software and technology, and telecommunications.

Our clients collaborate directly with our partners, who are passionate about their work and their clients' goals, and who have significant experience in a wide range of transactions, including large and complex deals.

Our private equity lawyers anticipate potential issues and develop creative approaches to meet both buyer and seller goals. We become deeply rooted in our clients' investment strategies, earning their trust so that we can adeptly and efficiently negotiate on their behalf to reach commercially viable and reasonable outcomes. Our straightforward negotiating style with potential investment targets helps set the stage for a highly productive relationship. We often are asked to act as counsel for newly acquired portfolio companies and to assist them with a wide range of strategic and commercial needs across their investment life cycle.

Our private equity lawyers also contribute to our clients' strategic success through the firm's Transactions & Advisory Group. This collaborative unit brings to bear expertise from multiple practice areas in the firm and offers clients an integrated legal solution for executing transactions and managing related corporate governance and compliance issues. We deliver the entire firm and its resources to our clients.

## **EXPERIENCE**

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- > Representing CTP Investors, LLC, an investment management firm focused on the cable, broadband and wireless businesses, in the sale of Thames Valley Communications, Inc. to Atlantic Broadband (CT), LLC, a cable operator in the United States and subsidiary of Cogeco Communications Inc.
- > Represented Pamplona Capital Management portfolio company, Latham Pool Products, Inc., the largest manufacturer of residential in-ground pool components and accessories in North America, in its acquisition of Narellan Pools, an Australian designer, manufacturer and installer of in-ground fiberglass swimming pools.
- > Represented Catalyst Investors and its portfolio company, Fusion Risk Management, Inc., in connection with Vista Equity Partners' acquisition of Fusion.
- > Represented Pamplona Capital Management, lead investor, in the \$200 million growth capital equity investment in iFit, the connected fitness streaming platform owned by ICON Health & Fitness.
- > Represented Catalyst Investors, as lead investor, in connection with a \$12 million Series B funding round for eSub Construction Software, a web-based project management and document control software designed for trade contractors in the construction industry, headquartered in San Francisco.
- > Represented Hudson Fiber Network and Tiger Infrastructure Partners Fund LP, the majority owner, in the all cash sale of Hudson Fiber Network to ExteNet Systems, Inc.
- > Represented Topix Pharmaceuticals, a New Mountain Capital portfolio company and independent leader in skincare products, in connection with the acquisitions of Derma E and Clarity Clinical Skin Care, Inc. (dba "ClarityRx"), two rapidly growing California-based natural skincare companies.
- > Represented Revint Solutions, a New Mountain Capital portfolio company and industry leader in revenue recovery and consulting services to the healthcare industry, in connection with the acquisition of each of AcuStream, a revenue assurance specialty company dedicated to the healthcare industry, and CloudMed, a revenue assurance company specializing in the inpatient coding and documentation side of the healthcare revenue cycle.
- > Represented Vesey Street Capital Partners, LLC, a private equity firm dedicated to middle market health care services investments, in its acquisition of Elite Body Sculpture, a leading provider of minimally invasive body sculpting procedures. (October 2018)
- > Represented Pamplona Capital Management in connection with the acquisition of a large stake in Spreemo, a workers' compensation technology startup.
- > Represented Catalyst Investors and its portfolio company, APH Holdings Inc., in connection with the sale of APH Holdings to a newly formed entity named Codero Holdings Inc.
- > Represented Fir Tree Inc. and its affiliated funds as the majority stockholder of CiG Wireless Corp. (OTCBB: CIGW) in connection with the \$150 million merger between CiG Wireless and Vertical Bridge Holdings LLC.
- > Represented CSC ServiceWorks Inc. and Pamplona Capital Management with a secondary sale of a portion of its interest in CSC ServiceWorks to Neuberger Berman Private Equity, a unit of asset manager Neuberger Berman.
- > Represented Catalyst Investors in an investment in Conductor Inc., a digital marketing company.

- > Represented Moelis Capital Partners in its acquisition of Insurance Technologies, a provider of software and technology-enabled sales automation platforms to insurance and financial services companies.
- > Represented Tiger Infrastructure Partners in connection with its acquisition of Hudson Fiber Network, a premier data transport provider for financial, carrier, and enterprise clients.
- > Represented Catalyst Investors in an investment in Conductor Inc., a digital marketing company.
- > Represented Pamplona Capital Management in its acquisition of a majority stake in Intralign Holdings LLC, a specialty health care services company.
- > Represented Crimson Investment in its acquisition of Aqua-Chem, a provider of water purification, water heat transfer, and distribution products to the military, pharmaceuticals, commercial marine, energy, and beverage industries.
- > Represented Moelis Capital Partners in its acquisition of a software company which provides customer acquisition and e-application solutions to the financial services and insurance industries.
- > Represented CSC ServiceWorks, a provider of multifamily housing and commercial laundry services, and Pamplona Capital Management, an investment manager, in connection with the sale by Pamplona to Ontario Teachers' Pension Plan of a minority stake in CSC.
- > Represented Pamplona Capital Management, an investment manager, in its acquisition of a majority stake in Alvogen, a multinational, privately owned pharmaceutical company.
- > Represented Catalyst Investors in an investment in Jobvite, a recruiting platform.
- > Represented Catalyst Investors in the sale of their portfolio company, Advantage Media Holdings LLC, to an affiliate of Owner Resource Management Group.
- > Represented Catalyst Investors in the Series C funding of Clinicient Inc., a medical billing software company.
- > Represented Catalyst Investors in the Series B funding of Decisyon Inc., a provider of enterprise software.
- > Represented AUA Private Equity Partners and Wright Venture Partners as purchaser and investor counsel in the acquisition of Blue Star Media.
- > Represented Cerberus Capital Management in its acquisition of Covis Pharma and the formation of a global pharma company platform.
- > Represented Indorama Ventures Public Company Limited in its \$420 million acquisition of the polyester and PET resins business of Invista S.a.r.l., in its acquisition of FiberVisions Holdings from Snow Phipps Group, and in its acquisition of Tiepet Inc.
- > Represented GF Capital Private Equity Fund LP in connection with the acquisition of Airborne Inc., the maker of dietary supplements.
- > Represented Pamplona Capital Management LLP - backed Beacon Rail Leasing Inc. in its acquisition of Ascendos Rail Leasing Sarl.
- > Represented Catalyst Investors as lead investor in an equity investment in Datavail, the largest provider of remote database administration (DBA) services in North America.
- > Represented Insite Wireless Group in connection with its acquisition of Telecom Lease Advisors, a leading cellular and billboard lease acquisition firm.
- > Represented Insite Wireless Group in connection with Macquarie Infrastructure Partners III's \$280 million equity investment in InSite Wireless Group LLC.
- > Represented Pamplona Capital Management in connection with Bass Pro Shops's acquisition of Cabela's Incorporated (NYSE: CAB).
- > Represented Moelis Capital Partners in its investment in Flexible Architecture and Simplified Technology (FAST), a leading provider of core software solutions to the life insurance industry.
- > Represented TRANZACT, the leading provider of direct-to-consumer sales and marketing solutions for insurance carriers in the United States, in its sale to private equity fund Clayton, Dubilier & Rice.
- > Represented long-time private equity fund client Veronis Suhler Stevenson and its portfolio company, TRANZACT, a leading provider of end-to-end customer acquisition solutions to the insurance sector, in connection with VSS's exit from its investment, in which White Mountains Insurance Group Ltd. (NYSE: WTM) acquired control of the company in a deal valued at approximately \$280 million, as well as a \$70 million simultaneous recapitalization transaction.
- > Represented Pamplona Capital Management LLP and Beacon Rail Leasing in the sale of Beacon Rail to institutional investors advised by JPMorgan Asset Management.
- > Represented Vesey Street Capital Partners (VSCP) in the sale of Imedex, LLC to HMP Communications Holdings, LLC.
- > Represented Catalyst Investors in a \$30.1 million Series C investment in BrightFarms, Inc.
- > Represented Vesey Street Capital, LLC in a \$465 million acquisition and recapitalization of HealthChannels, parent of ScribeAmerica.
- > Represented Medical Specialties Distributors, LLC, a New Mountain Capital portfolio company, in its acquisition of First Choice Medical Holdings, Inc.
- > Represented Catalyst Investors, as the lead investor, in connection with a \$41 million Series C investment in Fusion Risk Management.
- > Represented AMP Capital in connection with the acquisition of a minority stake in United Capital.
- > Represented Catalyst Investors, as the lead investor, in connection with a \$17 million Series B-1 investment in Weave Communications, Inc.
- > Represented Pamplona Capital Management in connection with the sale of Spreemo, Inc. to One Call Care Management.
- > Represented Medical Specialties Distributors, LLC, a New Mountain Capital portfolio company, in its acquisition of Attentus Medical Sales.
- > Represented AUA Private Equity Partners and Wright Venture Partners as purchaser and investor counsel in the acquisition of Blue Star Media.

- > Represented a private equity fund that is the leading owner and developer of commercial real estate in Manhattan in connection with the prosecution of commercial landlord/tenant actions in its New York City portfolio.
- > Represented Aston Capital LLC in its acquisition of a majority stake in Revolution Lighting Technologies Inc. (Nasdaq: RVLT).
- > Represented Cerberus Capital Management LP in its acquisition of Covis Pharma and the formation of a global pharma company platform.
- > Represented Aston Capital, LLC in its acquisition of RAI Government Services LLC.
- > Represented Aston Capital, LLC in its acquisition of a majority stake in RadiantBlue Technologies, Inc.
- > Represented Defy Media, LLC in its acquisition of substantially all of the assets of Atom Entertainment, Inc. and GameTrailers Corp. from Viacom International Inc. and related minority investment by Viacom International Inc.
- > Represented Catalyst Investors in an investment in Jobvite.
- > Represented Catalyst Investor in a Series D investment in Conductor, Inc.
- > Represented CSC ServiceWorks, Inc. and Pamplona Capital Management, with a secondary sale of a portion of its interest in CSC ServiceWorks to Neuberger Berman Private Equity, a unit of asset manager Neuberger Berman.
- > Represented Vesey Street Capital Partners, LLC in its acquisition of Imedex, LLC.

## HONORS & AWARDS

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- > Ranked among the Top Private Equity Law Firms in *The Deal's Power Rankings League Table* (2019)