

Corporate

- Corporate Finance • Corporate Governance and Disclosure • Hedge Funds • Life Sciences Transactions
- Mergers and Acquisitions • Oil and Gas • Private Equity and Venture Capital

Cohen & Gresser assists clients in a wide range of corporate matters, including mergers and acquisitions, private equity and venture capital transactions, fund formation, corporate governance, and securities law compliance. Our attorneys represent public companies, early-stage and late-stage private companies, venture capital and private equity funds, fund managers, hedge funds, other alternative investment vehicles, family offices, and investment banks. Our clients are involved in the financial services, technology, healthcare, energy, consumer products, construction, manufacturing, real property, and the restaurant industries, among others. We also serve as outside general counsel to a number of privately held companies.

Corporate Finance

We represent companies, investors, underwriters, and placement agents in a wide range of financing transactions. Our clients range from start-up companies and investment funds involved in initial rounds of investment to seasoned public companies and their investors, investment banks, and funding portals. We help clients with:

- initial public offerings;
- cross-border offerings making use of Regulation S, Rule 144A, or federal registration under the Securities Act, as well as exemptions from public offering obligations under the Prospectus Regulation of the European Union;
- follow-on offerings of debt and equity securities;
- PIPE transactions;
- private placements of common and preferred stock, warrants, debt securities, and limited partnership or LLC interests, including angel and venture financings; and
- JOBS Act financings, using "Regulation A+" as well as online offerings and "accredited investor crowdfunding" under Rule 506(c).

Our attorneys are on the forefront of change in the regulation of securities offerings under the JOBS Act as well as under the Prospectus Regulation of the European Union, and understand the demands of an ever-changing market. Our New York and Paris offices work jointly on clients' Initial Coin Offerings (ICOs), and stay on the cutting edge of new regulations and regulatory authorities' policies. We work quickly and effectively to help achieve client goals and craft solutions consistent with client business strategies.

Our attorneys have deep experience in corporate governance and disclosure issues for public and private companies as well as investment funds. We assist our clients in understanding and complying with their obligations under the securities laws, both during and after the offering process, and we help prepare the documents and policies they will need after the offering.

Corporate Governance and Disclosure

The firm's Corporate group represents public and private companies, boards of directors, board committees, and significant investors in connection with a wide range of corporate governance issues. Our clients turn to us for advice on board composition and independence, audit committee practices, risk management, executive compensation, and other governance matters. We help publicly traded companies comply with NYSE, NASDAQ, Euronext, and other stock exchange listing requirements and prepare for shareholder engagement. We provide counsel to both public and private company boards of directors, special committees, significant shareholders, and management on fiduciary duty and fairness reviews of corporate transactions.

We help public companies comply with SEC reporting requirements, including requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Sarbanes-Oxley Act, as well as with reporting requirements under the Transparency Directive of the European Union. We assist in the preparation or review of annual, quarterly, and current reports, proxy statements, insider transaction reports, and other documents filed with the SEC or the French *Autorité des marchés financiers* (AMF), and provide advice on informal disclosure, including press releases, conference calls, and social media communications. We provide advice on the development of equity compensation arrangements that align the interests of management with those of stockholders. Our deep experience enables us to give efficient, pragmatic, and strategically sound advice regarding disclosure and SEC compliance.

Our publicly traded clients include companies incorporated outside the U.S. (often meeting the definition of "foreign private issuer" under SEC regulations), recent IPO companies, and seasoned U.S. and French companies of all sizes. We also assist in the formation of not-for-profit and benefit corporations and advise them on governance and compliance matters.

Hedge Funds

Attorneys in Cohen & Gresser's hedge fund practice have a wealth of experience advising hedge fund and other alternative asset managers on all aspects of their business. We understand the challenges inherent in each stage of the life cycle of a fund manager and its funds, and we tailor our solutions to each client's unique needs. Our team has decades of experience in fund regulation, transactions, real estate, litigation, and regulatory compliance, and is led by the former general counsel of a premier diversified U.K. hedge fund manager. He also advised on the first NYSE hedge fund manager IPO and held several other senior in-house positions in financial services firms in the U.K., U.S., and Spain. We are well-versed in complexities that arise in cross-border matters, and work cohesively across practice areas and geographies. Our comprehensive representation includes:

- Design, structure, and formation of funds
- Manager set up, including structure, fee arrangements, staff compensation and employment arrangements
- Supporting transactions entered into by funds, including private credit, real estate and private equity
- Fund counter-party documentation, including prime brokerage and trading documents
- Side letters and negotiations with investors (especially for private-equity style funds)
- Fund regulation, including relating to the EU's Alternative Investment Fund Managers Directive (AIFMD) and MiFID II, and the U.S. Securities Act of 1933, the U.S. Securities Exchange Act of 1934, the Investment Company Act of 1940, and the Investment Advisors Act of 1940, among others
- Inside information/MPNI issues in the U.S. and Europe
- Conducting internal investigations
- Defending prosecutions and investigations by both U.S. and U.K. regulators
- Disputes among partners
- Crafting compliance policies and procedures, both proactively and in response to inquiries from regulators
- Analysis of take-over terms and regulation, covenants and default provisions

Life Sciences Transactions

Our transactional attorneys have significant experience representing companies in the pharmaceutical, medical device, biotechnology, and healthcare fields in acquisitions, mergers, divestitures, financings, joint ventures, internal restructuring, and licensing and development agreements. We also provide ongoing advice on matters ranging from employment to privacy and data security to corporate governance to intellectual property protection and exploitation.

On these engagements, our corporate attorneys work closely with our intellectual property group and our other attorneys with relevant backgrounds to ensure that our clients receive the most comprehensive and creative advice possible. A number of our attorneys hold advanced and undergraduate degrees covering each of the major scientific disciplines, including an attorney who is also a licensed medical doctor.

Mergers and Acquisitions

Our corporate lawyers have deep experience in mergers and acquisitions and regularly represent buyers and sellers in negotiated acquisitions and sales of privately and publicly held companies and businesses. We have cultivated an understanding of client perspectives and goals that helps us to identify issues early in the process and devise practical solutions consistent with our clients' business strategies.

Our attorneys regularly handle stock and asset purchases, mergers, management buyouts, leveraged acquisitions, cross-border transactions, and roll-up transactions. We also represent companies and shareholders in the purchase and sale of minority and controlling interests and counsel clients in connection with acquisition financing.

Our clients include private equity firms as well as strategic buyers and sellers. We represent clients in the consumer products, energy, entertainment, insurance, banking, financial services, computer software and technology, biotechnology, healthcare, automotive and transportation, luxury products, fashion and cosmetics, travel, telecommunications, e-commerce, retail, beverages, advertising, and print media industries. We are well versed in the markets in which our clients operate, allowing us to maintain a commercial approach that maximizes efficiency, reduces costs, and enhances deal execution. Our M&A practice in France was recently recognized in the 2016 and 2017 editions of *The Legal 500* and in the 2017 edition of *Chambers Europe*.

Oil and Gas

Our Corporate group includes lawyers with business and legal experience representing companies involved in natural resources, commodities, energy, and oil and gas.

This experience includes working in management positions for international oil and gas companies and representing oil and gas companies in connection with their ongoing business activities, joint ventures, and acquisitions. Our lawyers also have experience representing public utility, mining, and energy companies in public reporting, financing and acquisitions, private investment funds in connection with their energy investments, investment bankers in the analysis of acquisitions of oil and gas companies, and commodities firms in complex commodity derivatives transactions.

Private Equity and Venture Capital

We represent private equity and venture capital firms and portfolio companies in financing and acquisition transactions. Our services to funds and their managers include: fund formation; assistance with initial and follow-on investments; corporate governance issues for portfolio companies; and the negotiation and implementation of various exit strategies, such as the sale of the company, an IPO or other public offering, a private refinancing, or the secondary sale of the fund's investment interest. We counsel funds and their managers with respect to regulatory matters under the Investment Advisers Act of 1940, the Investment Company Act of 1940, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Financial Services and Markets Act (U.K.) and the Alternative Investment Fund Managers Directive (EU), and other financial regulations. We also advise funds and their managers in their various activities and obligations as investors in public and private companies.

We assist managers, funds, and their portfolio companies in transactions with investors and co-investors, and in their strategies for financing and growth, including acquisitions, distressed debt transactions, and public and private offerings.

We also help startup and emerging companies prepare for and negotiate initial rounds of investment and provide advice on all aspects of their business. Our entrepreneurial culture, flexible approach, and understanding of evolving market terms enable us to craft solutions that will meet the needs of growing companies.