



# 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. We apply a constructive and proven approach to a broad range of clients, including public and privately held companies, 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. This ensures 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 leading middle market M&A (sub-\$500m) practice.

## ***Asian Legal Business M&A***

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

## ***US News & World Report***

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

## ***IFLR1000***

Recognized in the Mergers & Acquisitions and Capital Markets: Equity categories as a "Hong Kong Notable Firm."

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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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They are very responsive to client needs, have a depth of differing expertise, and are very professional.

– Client quote, *The Legal 500*

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Seyfarth is excellent at striking the right balance, addressing all important elements of the transaction (from diligence, through contract, and on to closing) in an efficient and appropriate way.

– 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, 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

Industrials

Life sciences

Manufacturing and distribution

Medical devices

Paper and packaging

REITs

Real estate

Technology and software

# Seyfarth Link

Seyfarth Link is our award-winning collaboration platform designed to help legal teams work better. A highly-customizable and scalable platform, Link serves as the launch pad for all of our technology offerings and, through it, we can provide 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

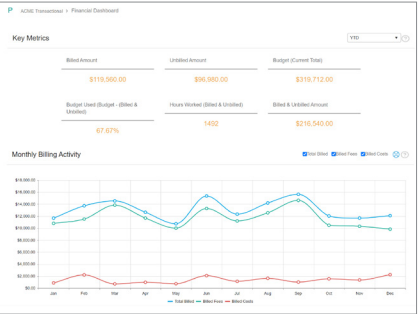
Real-time and continual monitoring and reporting on progress against goals and performance against budget

## ENHANCED PROGRAM MANAGEMENT

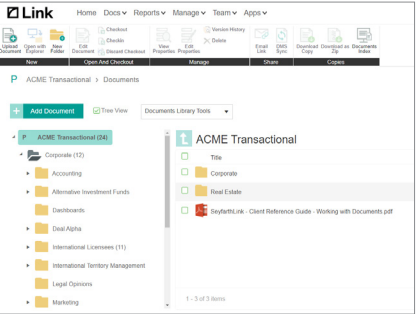
Process control and communication via easy access task lists, reports, documents, calendars, and team contact information

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

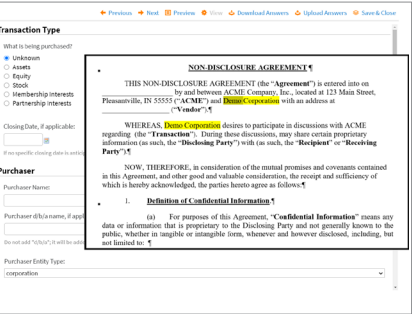
### Fiscal Transparency



### Documents Library



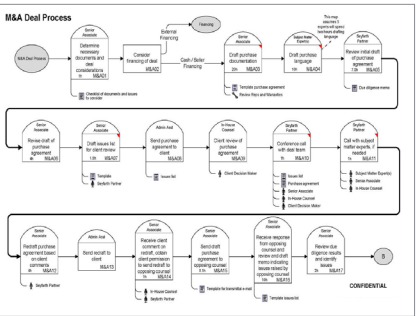
### Document Automation



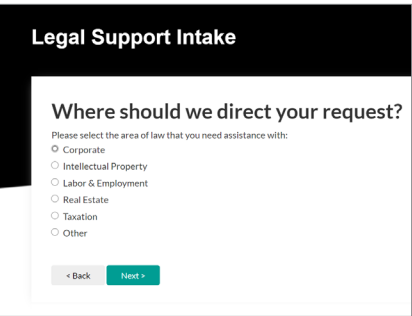
### Legal Industry Resources

The Practical Law website displays a list of legal documents under the heading 'Corporate and M&A Standard Documents'. The list includes documents like 'Affidavit of Lost Stock Certificate', 'Articles of Organization (NY)', 'Asset Purchase Agreement (Pro-Buyer Long Form)', 'Asset Purchase Agreement (Pro-Buyer Short Form)', 'Asset Purchase Agreement (Pro-Seller Long Form)', 'Assignment and Assumption Agreement', 'Bill of Sale (Asset Acquisition)', 'Buy-Sell Agreement (Business Roundtable) LLCs', 'By-laws: DE Corporation', 'By-laws: NY Corporation', 'Call Option Agreement', 'Certificate of Amendment of Certificate of Incorporation (DE)', and 'Certificate of Amendment of Certificate of Incorporation (NY)'. Each document has a 'Maintained' status.

### Process Mapping



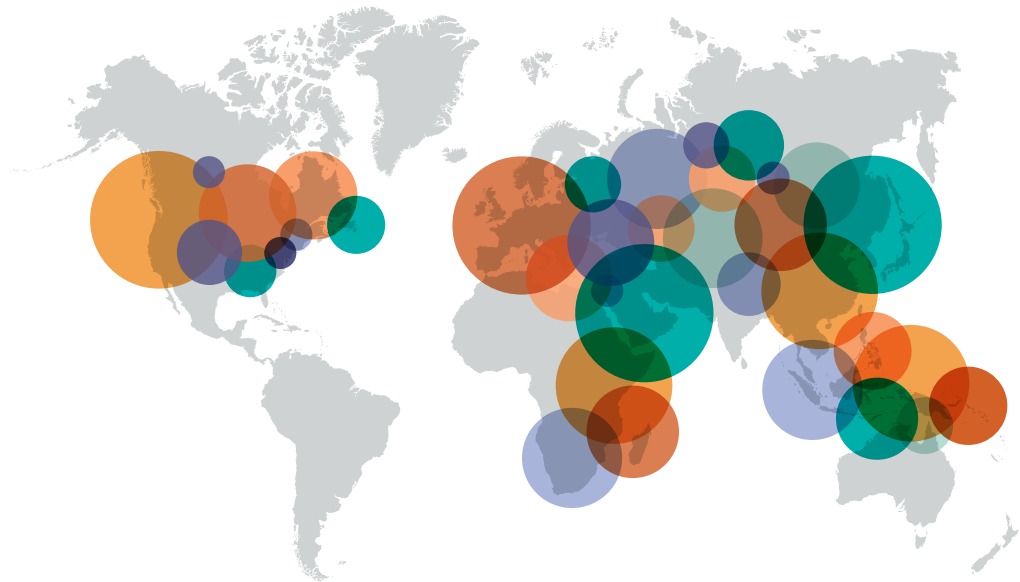
### Seyfarth Solver



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

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## ***BTI Leading Edge Law Firms***

Recognized as “Best of the Best” in meeting new leading-edge expectations and as one of the elite few who can help clients change their business.

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## ***BTI Client Service A-Team***

Recognized in the top 10 percent of all law firms serving large and Fortune 1000 clients.

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## ***BTI Most Recommended Law Firms***

Recognized as a law firm highly recommended by general counsel based on unprompted endorsements from clients.

# 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 iFiber Communications Corporation, an internet provider in Washington, as the seller, in the sale of telecommunications assets to Zipl Fiber.



Represented Bluware-Headwave Ventures, Inc., a US-based holding company of technology development subsidiaries in Houston and Oslo, in its cross-border acquisition by Computer Modelling Group Ltd., a Canadian-based, publicly traded company.



Represented Choice Transportation Inc., a commercial freight hauler and transportation logistics company, in an acquisition of assets from another commercial freight hauling business.



Represented KemperSports Management, a leading golf, sports, and hospitality company, in the sale of its public relations business to a Chicago-based public relations firm.



Represented NCA SF 16 LLC, a US-based search fund in its acquisition of Water Runner, Inc., a privately-held US-based water extraction and distribution company, through a stock acquisition that included secured seller financing with a contingency escrow.



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 Open Networking Foundation, a leading mobile communications software foundation, merging its project portfolio with the Linux Foundation.



Represented Veris Residential, Inc., a publicly traded real estate investment trust, in the \$520 million acquisition of Rockpoint Group's preferred equity interest in Veris' real estate joint venture and associated credit facility.

## 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 Tightrope Capital Partners, a private equity firm, in the acquisitions of a metal fabricator and a painting and finishing service provider in Manitowoc, Wisconsin.



Represented Veolia North America, a designer, developer, and provider of water, waste, and energy management solutions, in the divestment of its sulfuric acid and hydrofluoric acid regeneration businesses to a private equity firm.



Represented Valens Semiconductor Ltd, an Israeli fabless manufacturing company, in an acquisition of a USB hub manufacturer in Boulder, Colorado.



Represented XL Travel, a leading travel consortium, in the sale of assets of a recreational soccer business.



Represented Millbrook Capital Management, a middle-market private equity family office, in connection with a sale of a majority interest in Williams Selyem, a winery and related vineyards operations located in Sonoma County, California, to a well-regarded French wine family.



Represented Smart City Networks, a leading provider of telecommunications services for convention centers, in a joint venture which acquired certain assets from a competitor, and which included a contract with a major Las Vegas resort.



Represented Cars.com, a leading digital automotive platform company, in a \$113 million acquisition, including cash at closing and a potential performance-based earnout, of a dealer-to-dealer digital wholesale auction platform.

## Leader in Advising Middle Market Companies



Represented KemperSports Management, a leading golf, sports, and hospitality company, in a capital investment transaction involving multiple outside investors and a multi-level restructuring.



Represented Altice USA, one of the largest broadband communications and video services providers in the US, in connection with the sale of assets to another major broadband provider.



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 The Reynolds and Reynolds Company, a leading provider of automobile dealership software, services, and forms, in the acquisition of TSD Mobility Solutions, a leader in fleet management software and services.

### AMERICAN GAMING GROUP LLC

Represented American Gaming Group LLC, a development and gaming management company, in the sale of a casino and hotel along with related retail businesses, nine land parcels, and assorted easements and real estate rights in Cripple Creek, Colorado.



Represented FBO Capital Group Management (d/b/a Vesper Aviation), an aviation-focused real estate private equity firm, in an acquisition of a Fixed-Based Operator and fuel facility at an airport in Washington State.



Represented 1876 Partners, a lower middle market private equity fund, in the acquisition of Mavsign, a technology leader in remote document closing, fraud detection, and fraud mitigation services for motor vehicle dealerships in the US.



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 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 Tighe, Kress, & Orr, P.C., a firm providing tax, accounting, advisory, and assurance services in its transaction to become part of EisnerAmper, a provider of comprehensive audit, accounting, tax, and business advisory services backed by an international private equity services group.



Represented Nothum Food Processing Systems, a leading designer and manufacturer of batter, tempura, breading, and frying lines primarily for protein processing, in its sale to Fortifi, a global leader in food processing equipment and automation solutions and portfolio company of KKR.

## NORTHERN ILLINOIS HYDROPOWER

Represented Northern Illinois Hydropower in its sale to Conifer NPD Hydro LLC, a hydropower affiliate of an international differentiated infrastructure fund focused on principle-based company building.



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 Rocky Mountain Gaming CC, LLC, a development and gaming management company, in the acquisition of two casinos in Cripple Creek, Colorado.



“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 authorised 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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Prior results do not guarantee a similar outcome. #19-6891 M39

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