

## Mergers & Acquisitions

Our mergers and acquisitions lawyers guide both sellers and buyers through every step of a deal, from setting the strategy through to implementation.

Our work includes handling:

- Acquisitions from bankrupt entities, including Section 363 sales
- Auction processes
- Joint ventures, strategic alliances, and partnerships
- Management and other leveraged buyouts
- Mergers, including tax deferred transactions (direct and triangular), exchanges and other business combinations and recapitalization and reorganization transactions
- Multinational acquisitions and divestitures
- Related governance, including Board of Directors and Stockholders actions
- Stock and asset acquisitions and dispositions of publicly- and privately-held companies

We have handled business combinations ranging from small, privately negotiated transactions to mergers, tender offers and other transactions involving significant public companies. In the course of handling these transactions, our attorneys manage all aspects of federal and state securities law and other laws that may affect M&A activities, including Hart-Scott-Rodino compliance. Our services have prominent national and international dimensions, including serving as counsel to numerous U.S. affiliates of foreign companies.

### Representative Matters

#### Eurofins Discovery—Acquisition

Represented Eurofins Discovery on its acquisition of DiscoveryBioMed.

#### Axelerex—Reverse merger

Handled the reverse merger of Biosecurity Technology, LLC, which provides business solutions designed to reduce the risk of transmission of infectious diseases, into Axelerex Corp. (OTC: AEXL), and the simultaneous private placement of its common stock.

#### Spear Research—Sale

Advised Spear Research, a New Hampshire technology company focused on electronic warfare, signals intelligence, and autonomous networked sensor systems, on its sale to Pacific Defense, a California military-use electromagnetic spectrum technology provider to the Department of Defense and intelligence community. The McCarter practices advising Spear on the sale included Corporate, Government Contracts, Export Controls & Global Trade, Labor & Employment, Tax, and Insurance Coverage.

#### Industrial electrical contractor—Merger

Represented an industrial electrical contractor with instrumentation and telecommunications capabilities in connection with the merger of an affiliated commercial electrical contractor.

#### Metuchen Savings Bank—Merger

Represented Metuchen Savings Bank in its merger with Manalapan Bank.

#### Infrastructure company—Acquisition

Represented a provider of bulk liquid terminal services in its acquisition of a New Jersey-based owner/operator of a co-generation facility.

International industrial group—Stock acquisition

Represented an international industrial group in connection with its \$110 million stock acquisition of a manufacturer of fiber optic and cable assemblies for the datacom and telecommunications industries.

Multi-national electrical manufacturer—Acquisition

Represented a multi-national electrical manufacturer in connection with a \$17 million acquisition of the assets of an Ohio-based manufacturer of digital audio distribution systems.

Construction company—Acquisition

Represented a refractory lining and chimney construction-related business in its acquisition of a company specializing in masonry and steel structures, as well as in its acquisition of a company engaged in the construction of large industrial chimneys and tall specialized structures.

Pharmaceutical company—Sale

Represented a leading pharmaceutical company in the sale of its research facility to a strategic buyer.

Greater Plainfield, NJ, Habitat for Humanity—Acquisition

Represented the Greater Plainfield, New Jersey chapter of Habitat for Humanity in the acquisition of the Middlesex County, New Jersey chapter of Habitat for Humanity.

Specialty chemical company—Acquisition

Represented a specialty chemical company in connection with the purchase of the assets of a company dedicated to developing and providing superior animal health solutions.

Insurance company—Merger

Represented a major insurance company in connection with a closing of the sale of its insurance group to a California-based insurance company and simultaneously merged their respective affiliated holding companies, a deal valued in excess of \$250 million.

Broker dealer—Sale

Represented a Florida-based broker dealer with \$2 billion in assets under management in a sale of its assets to another broker dealer in a stock transaction.

UK listed life sciences company—Cross-border acquisition

Represented a UK listed life sciences company in connection with a \$17 million acquisition of the stock of a pharmaceutical products services company.

Investors Bank—Acquisition and regulatory matters

Advised this New Jersey-based bank in various regulatory matters and, in particular, the acquisition of Gold Coast Bank and the acquisition of the NJ and Pennsylvania branch operations of Berkshire Bank.

International industrial engineering and manufacturing firm—Acquisition

Represented an international industrial engineering and manufacturing firm in a multi-million dollar transaction in connection with the acquisition of a leading independent service provider for gas turbines in the US.

Financial services publicly traded company—Stock acquisition

Represented a publicly traded financial services company in connection with a \$425 million stock acquisition of an information and financial advisory services company.

**Medical device manufacturer—Acquisition**

Represented a medical device manufacturer in connection with a \$12 million acquisition of the assets of a medical device distribution company.

**Environmental sustainability services company—Sale**

Represented a New York-based environmental sustainability services company in a multi-million dollar cash and stock transaction in connection with its sale to a publicly traded company in the energy management and sustainability services sector.

**Educational resource catalog company—Sale**

Represented an educational resource catalog company in connection with its sale to a national distributor of a wide range of products to schools, hospitals, camps, and recreation facilities.

**Esports collegiate production company—Sale of assets**

Represented an esports collegiate production company in connection with its sale to a private equity backed esports entertainment platform.

## Alerts

US Merger Filing Thresholds and Filing Fees 2024 Updates, Client Alert, 2.2.2024

M&A: Facilitate Deal-Making through the Use of Representation and Warranty Insurance, Corporate, Securities and Business Transactions Alert, August 6.2015

## Speaking Engagements

M&A Transactions and Governance Through Deal-Making, 5.16.2016

Earn-Outs: Traps and Tricks, 3.16.2016

## Webinars

Right-Sizing M&A Documentation for Smaller and Middle-Market Deals: Distinguishing Relevant From Unnecessary Terms, Reducing Costs, Strafford , 11.9.2022

The LP Impact: How Limited Partners Are Driving DEI, Mergers & Acquisitions Speak Series, 9.22.2021