

# corporate and m&a

Addressing the unique needs of smaller and middle-market companies, McGlinchey's Corporate and M&A team advises both investor-owned and family-owned companies on a broad range of legal and business issues.

From entity formation to growth and exit strategies, our lawyers guide large regional as well as local corporations, limited liability companies, partnerships, and other types of business organizations to minimize and mitigate risk while seizing opportunities for growing competitiveness and profitability.

**Strategic business and legal counsel.** We counsel clients and help them to identify and evaluate opportunities for growth and liquidity through public and private mergers, divestitures, minority investment, joint ventures, strategic alliances and licensing, stock and asset purchases and sales, spinoffs and reorganizations, and exchange and tender offers. We develop thorough knowledge of each client's business and the results they hope to achieve. Then, we customize the advice we give and the solutions we offer.

**Outside general counsel.** For companies with no inside general counsel, we operate as your outside general counsel – a trusted advisor who understands your business and industry and collaborates closely with your executive team.

**Transactions.** Our team guides transactions from a letter of intent to the closing, bringing an understanding of legal and regulatory requirements as well as local markets and industry-specific issues. We address the full range of M&A-related services:

- Advising on planning, structure, and the tax implications of a deal
- Conducting due diligence of potential targets or acquirers
- Negotiating and drafting purchase and sale agreements
- Negotiating and drafting transaction financing agreements
- Advising boards and committees on the transaction process and their fiduciary responsibilities

## related people

Charles L. Adams  
Rudy Aguilar  
Sam A. Bacot  
Douglas W. Charnas  
Kathy Conklin  
Paul Kellogg  
Hillary Barnett Lambert  
Paul S. Leonard  
Casey O'Flynn  
Jean-Paul Perrault  
Adina Pollan  
Kristi W. Richard  
Lindsay K. Roberts  
Michael B. Schwegler  
Heidi Urness  
David Waxman  
Lauren Ybarra

## related industries

Chemical and Industrial Services  
Construction  
Education  
Financial Services  
Insurance  
Real Estate  
Retail, Restaurants, and Recreation  
Technology  
Transportation and Logistics  
Cannabis  
Energy

## related services

Tax  
Wills, Trusts, and Estates  
Commercial Litigation  
Insurance Regulatory and Compliance  
Class Action Defense  
Commercial Finance and Lending

- Providing advice on M&A-related corporate governance, compliance, and stockholder relations issues
- Preparing proxy materials for stockholder-approved transactions
- Obtaining government approvals
- For franchise-related transactions, preparing franchise offering circulars, franchise agreements, and related documents
- Negotiating non-competition agreements

Cybersecurity and Data Privacy  
 Labor and Employment  
 Environmental  
 Government Relations, Contracts,  
 and Lobbying  
 MACSTAM  
 Appellate  
 Real Estate

In addition, our Corporate and M&A lawyers work closely with their colleagues in other practice areas — such as intellectual property, tax, environmental, real estate, labor and employment, executive compensation, and employee benefits — to address the unique needs of each transaction.

**Capital raising.** We have experience supporting small- and middle-market companies through private placements and Regulation D offerings. We have also handled debt offerings, including 144(a) offerings to qualified institutional buyers, as well as unregistered offerings.

**Industries.** We represent a diverse group of small- and middle-market companies, including financial services, insurance, restaurant, and retail industry clients, in M&A and other transactions, corporate governance, and with other general business law needs.

**Governance.** We advise businesses on corporate governance and board operations, including the duties and obligations of directors and their relationships with shareholders, especially during transactions or shareholder disputes. We also have extensive experience with complex management and board transitions, succession planning for family-owned enterprises, proxy contests, and other forms of shareholder activism.

**Regulatory compliance.** Our team provides practical advice on regulatory requirements for businesses in a variety of regulated industries as well as SEC disclosure and stock exchange compliance.

**Data privacy and security.** We provide counsel to businesses on information security and risk management programs, cyber incident planning and response, management of vendor relationships with respect to information security risks, and regulatory compliance and enforcement.

What we See on the Horizon

Contact your McGlinchey Corporate and M&A team for our latest insights about the following:

**Vendor management and risk mitigation.** With heightened regulation of data privacy and security, businesses of all sorts face possible liability – not only from their own operations and practices, but from those of their vendors. Our Corporate and M&A team works with clients to review vendor contracts and relationships for possible risk. We help clients develop comprehensive solutions to comply with data privacy and network security laws, including mandatory documentation and best practices to avoid or mitigate risks.

**More stock deals, fewer cash deals.** As interest rates rise, businesses engaged in mergers, acquisitions, and asset purchases and sales are incentivized to pursue stock-based transactions rather than deals using cash and bank financing. Our Corporate and M&A team analyzes market conditions in detail and crafts the most advantageous transaction structure for each deal.

#### Strengths Sought After by McGlinchey Clients

Our corporate and M&A clients tell us that the lawyers serving them are highly responsive, always available, and have a work ethic they simply don't find with our competitors. Many tell us that they see our team as an extension of their company, and they find value in our lawyers' business acumen as well as legal knowledge. We have particular strength advising on:

**Deals up to \$300 million.** We have deep experience addressing the unique transactional and corporate governance needs of smaller and middle-market companies, providing not only legal advice but working with clients on long-term business strategy and the operational and contractual issues (e.g., due diligence with vendors, executive compensation agreements, change of control issues, tax consequences) which drive profitability.

**Deals and family-owned companies.** The deals we do for family-owned companies often begin several years before we approach the closing table. As business as well as legal advisors, we look to see what operational changes (contractual changes with vendors or changes in executive compensation, for example) can enhance the value of the deal. If a client is looking to buy another business or certain assets, we will work with them to evaluate how the acquisition fits with what they are already doing, and what integration of the new company or assets would look like. When a private equity firm wants to buy a family business, we know what terms are

reasonable. We know the market, and we know what's possible and what's not.

**Regional and community banks and insurers.** With a national reputation in both insurance regulatory and consumer finance regulatory compliance, our firm is matched by few others in meeting the needs of financial services companies, including smaller, medium-sized, and regional entities. Our team has extensive experience serving the corporate law and M&A needs of regional and community banks, including licenses for regulated institutions as well as regulatory applications and approvals. With this background, we also know where potential pitfalls for transactions may be lurking – and how to avoid them.

**Legal opinions.** McGlinchey regularly issues general and local counsel closing opinions in commercial finance and commercial real estate transactions, as well as merger and acquisition transactions. These opinions include entity formation, due organization and authorization, and enforceability and perfection (both as to real and personal property). We also frequently deliver true sale and non-consolidation opinions in securitizations and similar transactions. The law covered by these opinions includes Delaware corporate and limited liability company law, as well as the law of the states of New York, California, Texas, Florida, Ohio, Louisiana, Mississippi, and Alabama, and the Uniform Commercial Code as adopted in all states.

what our clients say

According to *Chambers USA 2020*, clients describe the lawyers as "very knowledgeable, personable, and solution-oriented."

"The firm has a wide range of lawyers with different specialties," an interviewee observes, adding: "The service is unmatched."

One client appreciates that the firm is "large enough to cover practically every issue that comes up."