

## Mergers & Acquisitions

As mergers and acquisitions counsel, Sklar Kirsh represents domestic and international purchasers and sellers, primarily in the middle-market arena. We advise our clients from the pre-acquisition stages of the company life-cycle through due diligence, preliminary agreements such as letters of intent, negotiation and documentation of the definitive agreements for the transaction, retention of key personnel, satisfaction of closing conditions and post-transaction implementation. We work closely with our client's accountants, investment bankers, wealth managers, estate planners and other advisors to integrate the M&A transaction into the broader fabric of the client's goals and planning. Following a sale transaction, we frequently continue to advise our clients on the structuring and investment of their proceeds.

We are particularly focused on delivering an organized, value-driven and efficient process that enables the transaction to close on time and on target, while minimizing interruption to operations. Our sell-side clients, ranging from entrepreneurs and family-owned businesses to private equity funds and other financial sponsors, respect and benefit from our ability to maximize and preserve value through careful structuring of sensible limitations on representations and warranties and post-closing indemnification risks. On the buy side, we represent operating companies seeking to grow market share by consolidation with competitors or to enhance their position by acquiring strategic targets in their supply or distribution chains, as well as entrepreneurs, private equity funds and other financial buyers looking for an entry point into a desired industry or region.

Our M&A attorneys are seasoned professionals with the necessary experience and skill to manage the full range of M&A transactions. We have executed transactions across a diverse range of industries, including aerospace, apparel, consumer products, entertainment and media, financial services, manufacturing, medical devices, pharmaceutical, professional services, restaurants/hospitality, social media and technology, and transportation and logistics.

## REPRESENTATIVE MATTERS

Served as California counsel for Fried Frank, assisting its client Becton, Dickinson and Company (NYSE: BDX), a leading global medical technology company, in its acquisition of ZebraSci, a pharmaceutical services company.

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Represented 8020 Consulting, LLC, a provider of financial consulting services, in an investment from ShoreView Industries, a Minneapolis-based private equity firm. Read more about the deal [here](#).

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Represented Komar Alliance, LLC, a market leading supplier in the sewn products and industrial packaging industry, in its strategic acquisition of Pacific Paper Converting, Inc. (dba Papercutters), a paper cutter specializing in food service, bakery, industrial and agricultural papers.

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Represented InnovateMR, LLC, a global online sampling technology firm, in its significant growth investment from CIVC Partners, a Chicago-based private equity firm. The investment will provide Innovate with additional capital and resources to support its growth. Read more about the deal [here](#).

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Represented Green Hasson & Janks, an LA-based accounting, tax and advisory firm, in its acquisition of Orlando, Mitts, Moore & Company, a San Jose-based accounting firm. Read more about the deal [here](#).

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Represented Criminal Productions, LLC, one of the top narrative audio storytelling studios, founded by former public radio journalists Phoebe Judge and Lauren Spohrer, in its sale to Vox Media. Criminal has launched three successful podcast franchises that garner millions of downloads a month, highlighted by its breakout narrative series *Criminal*, one of the first and biggest true crime podcasts, and followed by the hopeful series *This Is Love* and the daily program *Phoebe Reads a Mystery*. Read about the deal [here](#).

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Represented leading podcaster Roman Mars in his sale of 99% Invisible to SiriusXM. Read about the deal [here](#).

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Represented Roku, Inc., a company that has pioneered streaming to the TV, in its acquisition of the branded content division of Funny or Die, Inc., the comedy video website and film/television production company. Read about the deal [here](#).

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Represented Ohmega Technologies, a leading manufacturer of advanced embedded thin-film resistive materials, in connection with its sale to Arcline Investment Management, a growth-oriented private equity firm with \$1.5 billion of committed capital. Read about the deal [here](#).

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Represented CineVizion in its sale to Platinum Equity, as part of Platinum's larger acquisition of Deluxe Entertainment's distribution business. The transaction reunites CineVizion's founders Cyril Drabinsky and Warren Stein, the former long-time CEO and COO of Deluxe, back in those roles. Read about the deal [here](#).

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Represented Datassential, the leading provider of data, intelligence and market research to the food service industry, in its significant growth investment from Spectrum Equity, a leading growth equity firm investing in the information economy. The investment represents the first institutional capital into Datassential and positions the company to continue its rapid growth while supporting the expansion of its client services team, staff of analysts and experts, sales and marketing capabilities and new product innovation. Read about the deal [here](#).

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Represented HHS Construction, LLC and HHS Communications, LLC, a leading provider of infrastructure services to major telecommunications and cable providers primarily in Southern California and adjacent geographies, in its sale to Congruex LLC, a national end-to-end provider of design, engineering, construction, construction management and maintenance services to broadband service providers. Read about the deal [here](#).

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Represented Live Nation Entertainment in connection with its acquisition of Los Angeles-based concert promoter Spaceland Presents, including its local music venues Echoplex, the Echo and the Regent.

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Represented a medical device company in the sale of substantially all of its assets to a strategic acquirer for a purchase price of \$1.3 million.

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Represented the owners of a cosmetics company in their sale of the company to a private equity firm.

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Represented a lighting fixture manufacturer in connection with the sale of its assets to a private equity buyer for a purchase price of \$15,000,000.

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Represented Bandai Namco Holdings USA Inc. in its \$26.1 million acquisition of an 80% controlling stake in the business of Nippon Imports, LLC, a collectible toy sales company. The new joint venture will operate as Bandai Namco Collectibles LLC d/b/a Bluefin.

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Represented the owners of leading frozen food innovator The Perfect Bite Co. in a growth capital investment made by an affiliate of New Water Capital L.P., a Boca Raton-based private equity firm.

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Represented a manufacturer and wholesale supplier of custom colored plastic bags and poly bags in connection with the sale of all of its assets to a strategic buyer.

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Represented Art Brand Studios, LLC in its acquisition of Wild Wings, LLC, which publishes, manufactures, and distributes wildlife, sporting, and nostalgic/Americana art prints and art-related products.

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Represented Byron Allen's Entertainment Studios in its purchase of the Weather Group, LLC, parent company of *The Weather Channel* television network and Local Now streaming service.

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Represented a post-production company in an eight figure acquisition and the related private placement of acquisition financing (notes and equity).

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Represented Catalent, Inc., the New Jersey-based leading global provider of advanced delivery technologies and development solutions for drugs, biologics and consumer health products, in its acquisition of Pharmatek Laboratories, Inc., a San Diego-based specialist in drug development and clinical manufacturing.

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Represented JMJD Ventures LLC in connection with its purchase of the Junkfood Clothing Company business, a vintage-inspired, licensed-graphics tee business, from Delta Apparel, Inc. (NYSE MKT:DLA) for approximately \$28M.

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Represented Angeleno Investors III, L.P. in its follow on investment in Series E Preferred Stock of Renew Financial Holdings Inc. which specializes in affordable financing for renewable energy and energy efficiency projects.

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Represented Next Point Bearing Group, LLC, in its purchase of the business and assets of Alliance Bearing Industries, Inc., a direct importer and supplier of bearings, out of bankruptcy in a Section 363 asset sale; also negotiated the asset backed leverage facility that financed the transaction.

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Represented two senior executives in the negotiation of their employment agreements and equity grants in connection with the acquisition of a leading performance auto parts company by a private equity fund.

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Represented the U.S. investor in the launch of a Canadian motion picture distribution company, which was structured as a joint venture involving both equity and debt financing.

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Represented a seller in connection with the sale of its aircraft fastener business and assets for \$20M.

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Represented an individual in connection with the sale of a travel insurance business for a combination of cash and an earn-out in an aggregate amount equal to \$50M.

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Represented the buyer of a digital imaging systems developer in an asset purchase transaction.

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Represented a Japanese electronics manufacturer in the acquisition of a US-based distributor.

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Represented an acquirer in a stock purchase transaction in connection with its acquisition of an online community and brand for \$13,125,000.

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Represented Prospect Park, LLC, an entertainment production and management company, in connection with an investment by ABRY Partners, LP, a private equity fund, to launch an online television network.

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Represented Sharp Freight Systems, Inc., an intermodal and truckload brokerage and transportation logistics firm, in connection with the sale of its business and assets to Echo Global Logistics, Inc., a publicly-traded provider of technology-enabled transportation and supply chain management services.

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Represented Yogitoes, Inc., a producer of performance towels specifically designed for yoga, in connection with the sale of its business and assets to Manduka, LLC, a producer of yoga mats and products.

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Represented Next Point Aerospace Group, LLC in the acquisition of Sheffield Manufacturing, Inc., a North American producer of precision-machined components for the aerospace industry, in a leveraged buyout structured as a reverse triangular merger. Also negotiated the asset-based leveraged facility that financed the transaction.

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Represented LendAmend LLC, a provider of syndicated loan amendment services, in its acquisition by FIS (NYSE: FIS), the one of the world's largest suppliers of banking and payments technology.

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Represented Art Brand Studios, LLC, an affiliate of Next Point Capital Corporation, in the acquisition of Windermere Holdings, LLC, a producer and distributor of artwork designed or inspired by Thomas Kinkade.

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Represented Hybrid Promotions, LLC, a leading supplier of branded, licensed and private label apparel, in connection with a strategic investment by Altamont Capital Partners.

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Represented a private investor in an equity purchase of an international medical device company. The transaction was structured as an as-is, where-is acquisition and completed on an accelerated time-table.

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Represented independent music group [PIAS] as local M&A counsel in connection with its acquisition of French record label and distributor Harmonia Mundi.

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Represented Entertainment Studios in its acquisition of Freestyle Releasing, a multi-platform distributor of feature films.

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Represented a private buyer in the purchase of the assets of Urologix, the market leader for in-office minimally invasive medical products for the treatment of Benign Prostatic Hyperplasia (BPH).

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