ECKERT SEAMANS

Mergers & Acquisitions

OVERVIEW

Eckert Seamans represents a diverse client base in connection with mergers, acquisitions, and divestitures. The firm serves public multinational corporations, privately held middle-market companies, and private equity funds. We represent domestic companies abroad and serve as United States counsel to many foreign corporations and businesses in connection with acquisitions and divestitures of U.S.-based businesses.

Whether transactions are motivated by strategic growth or financial return, we represent buyers, sellers, and transaction advisers in all phases of planning, structuring, negotiating, and executing mergers and acquisitions. Achieving the business goals of our clients and protecting their interests are our top priorities. We work with clients and their counterparties to structure transactions to achieve the desired results and to minimize risk and the impact of taxes. We negotiate and document the terms of asset purchase agreements, stock purchase agreements, merger agreements, and strategic alliances such as joint ventures and partnerships.

As a full-service national law firm, we provide solutions to problems that inevitably arise in these complex transactions by leveraging our expertise in other practice areas as needed, including tax, employee benefits, labor, antitrust, executive compensation, environmental compliance, and intellectual property. Through such cooperation across the firm, we are able to efficiently identify sensible, business-oriented solutions to keep the project moving forward to closing.

REPRESENTATIVE MATTERS

- Structured joint ventures as flexible vehicles to undertake specific projects, including one of the largest joint ventures ever formed in Brazil, by which two international corporations are now mining and refining metals.
- Structured joint ventures for such projects as real estate development, oil and gas exploration, gold mining, technology transfer, and funding of start-up ventures.
- Representation of shareholders of large privately owned quarry in sale of stock to a strategic buyer for consideration of $60 million.
- Representation of purchaser in the acquisition and financing of 32 office buildings in a single transaction valued in excess of $175 million.
- Representation of a telecommunications company in connection with its acquisition of a fiber optic network and related assets for consideration in excess of $100 million.
- Representation of a snack food company in connection with its $1.6 billion merger with a public company in the snack food industry.
- Representation of a Dutch company in the acquisition of assets of two U.S.-based businesses during February 2015, having a combined value of $18.2. million.
- Representation of real estate developer in commercial loan transaction for construction of apartments having a value of $25 million.
- Disposition of a publicly owned broadcast media company for aggregate consideration in excess of $2 billion.
- Representation of several broadcast media companies in the acquisition of both television and radio stations, with an aggregate consideration in excess of $1.5 billion.
- Representation of the sellers of a welded steel-bar grating manufacturer with operations in the United States and Canada in connection with the $25 million sale of the business to a Canadian public company and its U.S. affiliate.
- Representation of the owners of a manufacturer and servicer of instruments for the measurement of thermal expansion, thermal conductivity, thermal diffusing, and specific heat capacity properties in connection with the $11 million sale to a U.S. public company.

- Representation of the owners of a medical device manufacturer in connection with the $8 million sale of their company to a competitor owned by a private equity firm.
- Representation of an anesthesia services provider in connection with the $7.6 million sale of the company to a private anesthesia services management company.
- Representation of a privately held minimum security prison operator in connection with the sale of a majority ownership interest to a venture capital firm and related financing.
- Representation of a customer service company based in India in connection with its acquisition of a U.S.-based competitor.
- Representation of a Lebanon-based developer of computer software applications in connection with the sale of its assets to a multi-national public computer company.
- Representation of a medical application software provider in connection with its merger with a company established by a private equity fund.