

Mergers & Acquisitions

Fennemore boasts a large and sophisticated client-focused Mergers and Acquisitions practice.

Our attorneys represent both buyers and sellers in asset and equity acquisition transactions and mergers involving public and privately-held companies. The firm's substantive M&A experience covers complex transactions across a broad cross-section of industries in the American west, throughout the United States and internationally.

Industries represented include hundreds of M&A deals in financial and insurance services, retail, medical and other healthcare providers, technology, professional services, sports and entertainment, food and agriculture, and real estate development. As required, we involve other Fennemore attorneys in the areas of securities, tax, immigration, ERISA, intellectual property, environmental, real property, financial institutions, antitrust, labor and employment law, and other relevant areas of federal and state law.

In the past, the firm has represented clients in transactions that range from \$1 million to \$650 million and in locations across the globe.

Our extensive M&A experience means that we thoroughly understand the critical issues your organization will face in any complex transaction.

Our M&A practice team has diverse international experience and includes many attorneys with various bilingual fluencies.

The firm's reach extends far beyond our Arizona, California, Colorado and Nevada offices. For example, the firm has represented clients based throughout the United States and in Mexico, Canada, Europe, Asia, Africa, Central and South America. Our extensive M&A experience means that we thoroughly understand the critical issues your organization will face in any complex transaction.

LEADERSHIP



MERGERS &
ACQUISITIONS

BUSINESS &
FINANCE

Susan Wissink
Chair

Phoenix
PH 602.916.5319
FX 602.916.5519
swissink@fennemorelaw.com

A PROVEN TRACK RECORD

In the last decade, our firm has closed more than 500 transactions with a market value in excess of \$3 billion. We handle transactions of all sizes and types and always add a wealth of business judgment and experience to every deal.

Fennemore's Mergers & Acquisitions group brings an integrated team approach to its work, but never adds additional timekeepers unless they are necessary for their expertise or to accomplish the client's goals. We are committed to client satisfaction and have a demonstrated track record of creatively assisting clients to meet their legal needs efficiently and predictably. Our cumulative expertise is characteristic of firms much larger than Fennemore, but our fees on deals are routinely lower than our competition. We believe our expertise, responsiveness and cost efficiency will regularly demonstrate value to your next deal.

In addition to our Mergers & Acquisition experience, we have significant depth in the analysis of Code Section 280G compliance, welfare benefits and other employee issues.

TRUSTED LEGAL COUNSEL FOR YOUR BUSINESS – BUILT FOR THE LONG RUN

Fennemore provides sophisticated business and legal counsel regarding mergers, acquisitions, business reorganizations and other significant corporate transactions for clients of all sizes and in a variety of industries. Our attorneys have a strong track record of successful transactions due to their personal relationship with each client and in depth knowledge of each client's individual business goals and objectives.

Members of our Mergers & Acquisitions Group regularly act as advisors for buyers, sellers, target companies, investors and lenders in a wide variety of acquisition and merger transactions. We work closely with executives and in-house counsel to assemble appropriate legal teams for each transaction drawing upon the experience of our attorneys in each key practice group. We utilize this team approach to quickly and efficiently achieve the client's goals and objectives; closing transactions on the terms and schedules desired by clients.

Transactions range from conventional, privately negotiated share and asset purchases to sophisticated acquisitions and corporate restructurings. Our attorneys work closely with clients to determine the specific goals and objectives. We counsel clients regarding all of the key issues which arise in a complex transaction. For example, our attorneys advise clients regarding entity structure, due diligence, representations and warranties, indemnifications, tax structuring, intellectual property, securities, financing, escrow, risk management, confidentiality, non-competition and non-solicitation agreements, employment and other related issues.

M&A DEALS ON A GLOBAL SCALE

- We represented these global clients on significant acquisitions:

- Represented a Fortune 100 company in a Joint Venture Agreement with Chinese company to develop a manufacturing plant in central China. We worked with local counsel in Beijing. This deal was valued at \$400 million.
- Represented a Venture Firm who acquired an interest in a company located in Mexico that operated a chemical manufacturing facility.
- Represented a Fortune 100 company in the sale of stock of a South African natural resource company. This deal was valued at \$10 million.
- Represented a Fortune 100 company in the sale of stock in a Swedish Company. We worked with local counsel in Stockholm.
- Represented a Fortune 200 company in the sale of assets and stock in a chemical manufacturing division (4 plants) located both in the U.S. and the United Kingdom. We worked with local counsel in London. This deal was valued at \$85 million.
- Represented a large corporation that is both an industrial and consumer products company in the acquisition of significant product lines from name brand companies such as Bayer, DuPont and BASF. These deals ranged from \$10 million to \$50 million.
- Represented a foreign client in the stock acquisition of utilities located in New Mexico and Arizona for a purchase price of \$500 million.
- Represented a foreign company that was purchasing assets located in Arizona but owned by another large multi-national company. The deal was valued at \$650 million.
- Represented a Fortune 100 client in the merger with a software business in California for an excess of \$85 million involving significant IP related issues, including a software audit.

HELPING BUSINESSES AND ENTREPRENEURS FOR 137 YEARS: EXPERIENCE MATTERS

Our attorneys have significant experience and skill in all aspects of acquisition and sale transactions, including but not limited to, the following:

- Exploring strategic decisions and alternatives for businesses considering major transactions, including but not limited to, analyzing key business and tax issues.
- Structuring acquisition and ownership arrangements.
- Negotiating and drafting confidentiality agreements, letters of intent, offers to purchase, share and asset purchase and sale agreements, escrow agreements, assignment agreements, non-competition, non-solicitation and other restrictive covenant agreements, loan agreements, consulting agreements, indemnity agreements, personal guarantees, employment agreements and other transaction related commercial agreements.
- Structuring and effecting pre-closing reorganizations of target companies.
- Structuring debt and equity financing.
- Undertaking and coordinating a comprehensive due diligence review for buyers and assisting target companies to prepare for the sale.
- Coordinating board, shareholder and third-party approvals and consents required to consummate the transaction, such as any required lender, landlord, customer and supplier consents.
- Advising on tax, securities, employment, employee benefit and liability issues.
- Advising on intellectual property ownership, transfer, licensing and related issues.

- Assisting with closing, post-closing and transition matters including security for payment of the purchase price, earn-ins, earn-outs, holdbacks, adjustments and set-off arrangements.
- Assisting with integration and structuring of the new combined business operation.