



## Business Transactions

Farella Braun + Martel's Business Transactions Group represents public and private entities from inception to dissolution. Our cross-disciplinary teams take advantage of the specialized experience from the firm's lawyers to meet our clients' specific needs. We are part of our client's business team, providing advice on alternative approaches to transactions and opportunities to help them achieve their goals.

The Business Transactions Group works with clients in numerous industries, with particular strength in the technology, hospitality, media, software, real estate and wine industries. We support our clients in a full range of business transactions including mergers and acquisitions; corporate, limited liability company and partnership formation, counseling and governance; business reorganization; business financings and loan agreements; securities and private placements; intellectual property counseling and licensing agreements; as well as many other aspects of corporate transactional law.

Farella is in a unique position to offer our clients the best of both worlds: the resources and sophistication of a big firm, with the agility and personal service of a small firm. All of our clients receive focused, senior-level attention delivered with advanced technology. We have found that judicious use of partner-level judgment and experience combined with hands-on work of a small team of talented associates and paralegals is often the most cost-effective method to address any legal or business issue. We also take full advantage of our state-of-the-art technology platform that includes private deal rooms, extranets, document management systems and personal communication devices for immediate access to information and your team anywhere there is an Internet connection.

### Mergers and Acquisitions and Financings

Farella provides seasoned advice on structuring and closing business transactions. We have represented acquirers and targets in M&A deals ranging in value from less than \$1 million to more than \$18 billion. The group assists foreign and domestic clients to structure investments and deals that are mutually beneficial to the investors and the companies involved. We have particular strength representing entities with roots in China, Hong Kong, Korea and Japan in mergers and acquisitions, joint ventures and strategic alliances, sales, tender offers, leveraged recapitalizations, restructurings of large and small companies, as well as all types of financing transactions.

Our active approach uses multi-disciplinary teams to handle every facet and detail of the transaction, from negotiating the term sheet through closing. Our teams typically include lawyers with intellectual property, environmental, employment, tax, real estate, litigation and insurance experience needed for the particular deal.

### Private Equity and Venture Capital

Many of our clients are private companies or individuals who use private equity and venture capital to expand. From early-stage to pre-IPO companies, we advise on and help structure investment capital deals that enhance the value of the company.

We also represent private equity, venture capital and corporate strategic investors in negotiating and documenting investments in companies at any stage of development. We work with investors and their portfolio companies on appropriate investments, management structures and exit strategies, including sales to strategic buyers and public offerings.

### Company Formation and Governance

For start-up or emerging growth companies, we assist with corporate formation and initial capitalization, tax and business planning and shareholder buy-sell agreements. Our tax lawyers, all of whom have advanced degrees in taxation, accounting or tax law, provide innovative and practical solutions to an array of complex tax and business matters. With appropriate help from our Employment practice group, we advise on employment contracts, employment issues, incentive compensation and employee benefit plans. With assistance from our Intellectual Property practice group, we provide guidance on protecting and licensing technology, trade secrets

## Contacts

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## Areas of Focus

Corporate Governance and  
SEC Compliance  
Mergers and Acquisitions  
Private Equity and Public  
Offerings  
Representation of Individual  
Directors & Officers  
Securities

## Related Practices

Family Wealth  
Hospitality  
Private Clients  
Securities  
Tax  
Wine Industry

and other intellectual property, including contracts with vendors, suppliers, resellers, wholesalers and strategic partners.

In today's Sarbanes-Oxley world, all companies need to maintain good governance procedures. We regularly assist our public clients with Sarbanes-Oxley compliance. Although private companies are not bound by Sarbanes-Oxley, if they want to merge with a public company, obtain financing or grow the business to eventually issue stock through an IPO, they should conduct themselves in accordance with Sarbanes-Oxley standards.

As our client companies mature and grow, the emphasis of our engagement often shifts to corporate finance - including later-stage venture capital and private equity financings, private placements and initial public offerings – governance issues and the analysis and implementation of acquisitions, corporate partnering and other strategic transactions.

### **Intellectual Property Counseling and Services**

Working closely with the firm's intellectual property lawyers, we draft and negotiate intellectual property development contracts, licenses, assignments and other transfers. We have a deep understanding of the importance of intellectual property as a source of value in structuring joint ventures, strategic partnerships and mergers and acquisitions, and regularly take on intellectual property due diligence assignments.

In addition, we counsel clients on the selection of brands and development of a strategy for protection and appropriate registration of the corresponding trademarks, as well as protection of client's patents, copyrights, trade secrets and other proprietary information.

### **International Expertise**

Farella represents both U.S. and foreign corporations domestically and abroad. Our cross-border experience includes mergers and acquisitions, securities offerings and other financings, joint ventures and IP licensing. We regularly work with our litigation department to counsel international clients on preventing litigation as well as using litigation to protect their assets.

Our international clients are based in Australia, Belgium, Brazil, Canada, China, Chile, Denmark, France, Germany, Hong Kong, India, Italy, Japan, Korea, Mexico, Monte Carlo, New Zealand, South Africa, Spain, Switzerland, Taiwan, and the United Kingdom.