

Mergers & Acquisitions

Bailey Glasser represents and advises clients on all aspects of a deal in a diverse range of industries, transaction structures, and sizes. We regularly lead transactions ranging in size from \$1 million to over \$1 billion for public and private companies, closely held family businesses, financial institutions and individuals in energy, industrial manufacturing, real estate, automotive, health care, technology, gaming, cannabis, communications, and other regulated industries.

Our extensive experience representing all categories of participants in Mergers & Acquisitions (M&A) transactions, including buyers, sellers, special committees, major stockholders, management/founders, individual investors, lenders, and investment bankers, provides our clients with superior insight into negotiated deal points.

Bringing diverse perspectives, transactional experience, and knowledge of highly regulated industries, our lawyers provide clients with individualized, solution-based ingenuity on a wide range of transactions.

Our M&A experience includes providing guidance to clients on:

- Structuring, negotiating, and preparing documentation relating to mergers
- Going private transactions
- Going public transactions
- Sales of controlling interests
- Subsidiary spinoffs
- Minority investments
- Corporate carve outs
- Joint ventures
- Stock and asset purchases
- Complex restructurings
- Recapitalizations
- Business separations

- Securities law matters
- Raising capital

Experience

- Represented leading government IT/communications provider in the acquisition of major video teleconferencing service provider, including negotiations with lenders, vendors and government contracting officers, regarding the novation of the government contracts.
- Represented privately held US manufacturer/distributor of tools and household products in the acquisition of U.K.-based competitor, including all IP assets and manufacturing/distribution channels. Also negotiated an employment agreement that included revenue and production incentives.
- Drafted and negotiated share purchase and asset purchase agreements in connection with privately owned business dispositions and managed closings in connection with the same transaction.
- Managed acquisition of Florida based payments company by Delaware Company headquartered in Brazil.
- Sale of a minority interest in a technology corporation.
- Structuring and financing a CBD company.
- Raising significant amounts of monies from a private equity firm which eventually lead to the company going public.
- Numerous restructuring relating to a large coal company.
- Represented the founders of Foresight Energy, LP in an out-of-court restructuring of over \$1 billion in debt.
- Counsel to Fife Street Fund, the first “Qualified Opportunity Zone Fund” formed to invest in real estate development projects in West Virginia.
- Counseled clients in M&A transactions in the energy and natural resources, insurance, financial services, health care, communications, real estate, manufacturing, retail, and automotive industries.
- Counsel to the Cline Group, a group of energy and natural resources companies, founded by legendary businessman Chris Cline.
- Structured and executed private equity financing for investment in an international natural resources industry joint venture.
- Supported business restructuring of real estate investment and management company in order to facilitate desired growth and change in its financial and operational structure.

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- Managed business restructuring of an environmental and economic development company to revise its operational structure and facilitate its desired growth.
- Negotiate and document the sale of a Midwestern industrial manufacturing company while avoiding and obtaining indemnification for material but unknown environmental obligations; developed the sale strategy with the head of the office and their general counsel then executed the plan.
- Sale of a distressed automotive dealership resulting in the payment in full of all first lien secured creditors and the full funding and standard termination of our client's previously underfunded employee pension plan.
- Structure and document equity investment in a medical device development company allowing for the further development and commercialization of patented medical technology; also restructured employee and founder compensation.
- Represent and serve as lead negotiator for the Chinese owner of an industrial manufacturing company in the workout and restructuring of over \$25 million in debt.