



# Mergers & Acquisitions and Private Equity Transactions

Counsel. With A Strategic Perspective.

## THE M&A SOLUTIONS YOU NEED

Synergy Law Group has a significant transactions practice, comprised of mergers and acquisitions, buyouts, securities private placements and other complex transactions. We represent both M&A buyers and M&A sellers of businesses, including among others:

- Purchase agreements and letters of intent
- Management buy-out, management buy-in
- Indemnity exposure/mitigation
- Promissory notes and installment payments
- Escrows and holdbacks
- Post-sale earnouts, employment structures and bonuses
- Management in carry forward interest positions
- Relative rights and preferences of stock and limited liability company interest equity positions
- Share capitalization structure dynamics including dilution

## FOCUSED ON THE BUSINESS OPPORTUNITY

Since we frequently act as the outside general counsel for many types of growth companies, we fully understand that the merger & acquisition process needs to be well-aligned to the greater business goals. We recognize that, for many owners, executives boards and investors, this could be the biggest deal they have ever done and could very well be a life changing moment. Our understanding extends beyond the purchase and sale agreement with a forward-looking view of what will result from the interplay

*“The goal is not only to close the deal, but also to create governance frameworks which can effectively meet the milestones down the road.”*

of the negotiated documents – all while appropriately prioritizing issues for negotiation in order to better achieve the transaction goals.

## EXPERIENCE WITH “OLD WORLD” AND EMERGING COMPANIES

Synergy’s M&A attorneys have represented buyers and sellers of businesses and technology spanning a wide range of industries, including manufacturing, technology, software, financial services & insurance, distribution, eCommerce, and private equity and investment. Our experience in finance, tax, capital structure, corporate governance, incentive compensation, intellectual property, turnaround opportunities and commercial real estate is applied in many of the merger and acquisition transactions we handle.

We also have unique experience in the area of reverse mergers and acquisition of small cap public companies. Our capabilities in this area provides clients and their investors guidance with these additional avenues for liquidity and financing opportunities. Synergy’s abilities in SEC rules and regulation compliance provides for seamless closing of these complex transactions.

## UNIQUE INSIGHTS INTO PRIVATE EQUITY DEALS

We’ve worked alongside the leaders of numerous companies both before and after they have taken private equity capital investments. In fact, many of our clients have rolled over significant portions of their equity and proceeds into the new partnership. For this reason, we understand that both sides need to pay special attention to the rights, privileges and preferences that will provide the most go-forward benefit for the resulting organization and its leadership team.

## ASSESSMENT OF YOUR M&A STRATEGY

If you are considering a merger, sale, acquisition or strategic transaction, let’s chat. We’ll help you assess the value and impact of the various approaches – comparing and contrasting your current and future state with our experiences helping many other companies and their leaders proceed down similar paths . . . as well as what you might need to do now to ensure that your future M&A efforts are as successful as possible.

### SYNERGY HAS SUCCESSFULLY REPRESENTED CLIENTS WITH A WIDE RANGE OF MERGER & ACQUISITION AND PRIVATE EQUITY TRANSACTIONAL MATTERS, INCLUDING:

- Structuring & Negotiation Transactions
- Letters of Intent
- Due Diligence
- Duties of Shareholder/Directors
- Purchase & Sale Agreements
- Negotiation of Payment & Adjustment Term, Representations & Warranties, and Indemnity
- Intellectual Property Assets & Technology Issues
- Indemnity Claims
- Earnouts & Deferred Payments
- Disclosure Issues
- Structured Allocation of Risk
- Financing & Investment Documentation
- Capital Structure
- Creditor Matters
- Corporate Governance
- Employment & Equity
- Management Agreements
- Real Estate & Environmental

## ABOUT SYNERGY

Synergy Law Group, L.L.C. is focused on delivering skilled legal counsel for the full range of service needs of middle market growth companies, emerging businesses, small cap public companies, executives and

investors. Our commitment to excellent client service extends throughout the complete lifecycle of today’s dynamic commercial ventures.

## PRACTICE AREAS

Corporate Law

Mergers & Acquisitions

Securities & Finance

Reverse Mergers & Alternative Public Securities Offerings

Technology & Licensing

Real Estate

Dispute Resolution

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