



CORPORATE LAW

Peckar & Abramson is well-known for its practical, efficient and results-oriented approach to corporate law.

We are a full-service practice that counsels clients of every size at every stage of development: from entrepreneurs, to small investment banks, to large, multinational enterprises in a range of industries.

Our experience, understanding and familiarity with a wide range of commercial businesses enables us to meet our clients' commercial objectives throughout the corporate life cycle, regardless of transaction size or level of deal complexity.

Mergers & Acquisitions

We represent buyers and sellers in successful public and private M&A transactions, bringing the same high level of creativity and insight from transactions worth hundreds of millions of dollars to deals valued in the hundreds of thousands.

Securities Transactions

We represent issuers, underwriters, placement agents, sellers and buyers—providing comprehensive business counsel for securities transactions of all sizes—from multimillion-dollar public offerings to small private placements.

We have executed securities sales in privately negotiated transactions and public markets.

We counsel clients on SEC filing requirements and general securities compliance, and help prepare and file quarterly and annual reports.

Business Formation

Negotiations between shareholders and partners in the early days of a new business are complex, sensitive and consequential, and require careful navigation. We help our clients chart a successful course by focusing on the long-term health of those business relationships. Our meticulous preparation of partnership and corporate documents protects our clients as they move forward.

Joint Ventures

Our clients regularly rely on P&A to establish domestic and international joint ventures in order to establish businesses and execute projects worth hundreds of millions of dollars. We protect clients by providing sound, strategic advice and clear joint venture documentation that carefully delineates each parties' rights as we unwaveringly pursue a profitable outcome for our clients.

Governance and Compliance

Our Corporate Law group is the go-to practice for many clients, often serving as general counsel for issues related to corporate governance and compliance. We carefully analyze corporate policies and procedures, including corporate compliance programs, ethics codes, bylaws and whistle-blower rules, marshaling significant expertise in regulatory reforms such as Sarbanes-Oxley, and keeping current with ongoing regulatory changes.

Following a thorough review, we assist clients by revising existing programs and developing new ones—filling any gaps that may exist—in order to support sound business practices across the board.

Commercial Agreements

We draft and negotiate a wide range of commercial agreements, often helping companies prepare templates for frequently performed transactions, including letters of intent, consulting agreements, partnership agreements, lease agreements, and confidentiality agreements.

Licensing Agreements

We have reviewed, drafted and negotiated countless licensing agreements, including well-known logos, trade names and trademarks, software systems, web hosting and advanced technology.

Industry Concentration: Construction

As the nation's largest law firm representing the construction industry, we support general contractors, construction managers and other companies in corporate transactions all over the world with a highly regarded insight into the particular needs and unique issues involving members of the construction industry.

Industry Concentration: Healthcare

We work hand-in-hand with our colleagues across the firm to represent a number of healthcare and senior care facilities. We counsel these companies on M&A and complex financing transactions, partnership agreements and other general corporate issues.

Representative M&A Experience

We represent buyers and sellers in successful public and private M&A transactions. Examples include:

- The multimillion-dollar acquisition of a regional contractor specializing in public works
- The multimillion-dollar international acquisition of a large Canadian construction company
- The acquisition of a New York City hotel
- The acquisition of a company that manufactures and sells medical equipment
- The sale of a pediatric medical practice
- The sale of a regional electrical contractor
- The acquisition of an international apparel company
- The multimillion-dollar sale of a nationally known mattress manufacturer to a competitor
- The acquisition of a national nutritional supplements company
- The sale of a point of sales systems software company
- The sale of an operator of physical therapy and rehabilitation centers
- The acquisition of an insurance technology company

Representative Securities Transactions

We represent clients in a variety of securities transactions. Examples include:

- Representation of an enterprise software company in connection with issuing Common Stock and Convertible Promissory Notes in a private placement transaction, with a dollar value in the multiple millions.
- The merger of a medical billing software company into a publicly traded company and simultaneous private placement of common stock and warrants, with a dollar value in the multiple millions.
- The representation of a placement agent in numerous PIPE transactions ranging in size from \$500,000 to \$10 million.

Valuable Relationships

Our extensive client contacts provide access to valuable business resources, including:

- Venture capital firms
- Investment banking firms
- Broker/dealer services
- Technology service providers
- Commercial banks
- Accountants
- Insurance providers