



“Over the last several years, the Corporate & Securities Department has completed over \$2 billion in M&A, securities and financing transactions for a broad range of companies.”

Irvin Brum
Senior Partner and Chair,
Corporate & Securities Department

SMART COUNSEL STRAIGHT TALK

Spotlight on Corporate & Securities

Experienced. Focused. Results-Driven.

When it comes to corporate and securities matters, there is no substitute for the well-honed skills and time-tested experience the Corporate & Securities Department brings to every client engagement. Our clear leadership in the marketplace is a testament to the trust and loyalty of our clients as well as the accounting firms, banks and other financial advisors with whom we regularly work. Our capabilities include mergers and acquisitions, public/private equity and debt offerings, venture capital transactions, ESOPs, securities matters and corporate governance. Whether acting as counsel to an underwriter in a large public offering, representing the seller of a family-owned business or helping an entrepreneur navigate legal and financial issues, our goals remain constant: to provide superior legal counsel and practical solutions while zealously safeguarding the interests of our clients.

Success In Action: Recent Notable Engagements

Noted Pioneer in the Biotech Field Retains Corporate Team In Connection With Series B Financing

- ▶ A NYC biotech company developing ground-breaking treatments for life-threatening infectious diseases sought RMF's counsel for a \$12 million capital raise-up and to serve as corporate counsel
- ▶ A major client requirement was the ability to complete the transaction quickly to ensure uninterrupted progress toward clinical trials
- ▶ Among its range of services, the Corporate team prepared a stock purchase agreement, investor rights agreement, voting agreement and a right-of-first-refusal and co-sale agreement
- ▶ As a result of the successful and speedy completion of the transaction, the company now continues critical research that it expects will lead to the development of life-saving treatments

Corporate & Securities Team Retained by Independent Board Members in Connection with Sale of Public Company

- ▶ The board members of a public company turned to RMF as special counsel to help them proactively address issues commonly associated with the sale of a controlling interest in a company
- ▶ The board members sought RMF's counsel to ensure they fully understood and then satisfied their fiduciary obligations throughout the sale process
- ▶ Among the issues RMF was asked to address were analysis of sale alternatives, management's post-transaction role, insurance and indemnification issues, procedural matters and other corporate governance concerns
- ▶ As a result of RMF's insightful guidance, the board members were able to knowledgeably and confidently approve the transaction

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Prior results do not guarantee a similar outcome.

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