Our corporate attorneys assist clients in managing a broad range of complex, high-stakes corporate and financial matters, from game-changing transfers of power to day-to-day operational issues. These clients, including public and private issuers, underwriters, venture capital firms, high net worth individuals and other investors, rely on our experienced and creative corporate securities law counsel to negotiate a wide variety of corporate and financing transactions, including:

- Capital-raising transactions
- Securities offerings
- Mergers and acquisitions
- Credit facilities and other loans
- Venture capital financings
- Buyouts and “going private” deals

Our corporate attorneys routinely collaborate with colleagues, including attorneys in our Tax, Real Estate, Employment, Employee Benefits, Intellectual Property and Bankruptcy & Financial Restructuring practice groups, to address the complex legal issues related to these transactions and to our clients’ daily operations. As our clients operate nationally and internationally, our corporate securities attorneys regularly work with firms throughout and outside the United States to achieve our clients’ objectives.

**Public Companies**

Leveraging our experience in regulatory compliance, corporate governance and federal and state securities law, we serve as general and special counsel for a large and diverse group of companies with securities listed on the New York Stock Exchange (NYSE), NYSE Amex and Nasdaq markets. Ranging from national and multinational businesses to small and middle-market issuers, our clients depend on us to help them navigate the complexities of Securities and Exchange Commission (SEC) reporting requirements, corporate governance guidelines, general disclosure compliance and other related matters.

**Privately Held Companies**

Our corporate attorneys also represent entrepreneurs and the executive management of closely held companies as they start up, operate and sell or merge their businesses. We frequently serve as general counsel during negotiations with venture capitalists, private equity investors and merger and acquisition candidates, and advise clients regularly with respect to governance matters and their day-to-day business.
Investors

We advise private equity investors, venture capitalists, private equity fund sponsors, fundless sponsors, high net worth individuals and other investors in a wide variety of private and public equity and debt transactions.

Our Team

Our team of corporate and securities lawyers is led by Olshan partners Robert H. Friedman and Steve Wolosky. Mr. Friedman has been a member of the New York and New Jersey bar associations for more than 30 years and represents clients in all matters of corporate finance, mergers and acquisitions, and general business counseling. Mr. Wolosky leads our Activist & Equity Investment Practice and has been a member of the New York bar association for over 30 years. He is a nationally recognized corporate and securities lawyer who counsels clients in the areas of proxy contests and mergers and acquisitions.

Our corporate attorneys are nationally recognized by client and peer-reviewed rating groups such as Chambers USA, The Legal 500 United States, The Best Lawyers in America and Super Lawyers for their abilities and effectiveness in corporate law. The firm’s Corporate/Securities Law practice has been recognized as a “Best Law Firm” by U.S. News-Best Lawyers “Tier 1” Nationally and in New York City Metropolitan.

Our team of more than 30 skilled corporate lawyers brings its talents to every legal matter it handles. Together, our expertise spans a diverse range of corporate law matters, from negotiating and drafting stockholder agreements to SEC reporting compliance. Find out more about what we can do for you by contacting Olshan today.

REPRESENTATIVE MATTERS

Olshan’s Corporate/Securities Law Group represents public and private issuers, underwriters and investors, including hedge funds, venture capital firms and high net worth individuals. The Corporate Group’s representation of issuers includes serving as general and special counsel for a large and diverse group of public companies listed on the NYSE, NYSE Amex exchanges and Nasdaq Global Select, Global and Capital Markets. Olshan’s Corporate Lawyers are also among the nation’s leading experts in shareholder activism and proxy fights.

- Ault Disruptive Technologies Corp. Closes $115M IPO
  Olshan acted as counsel to Ault Disruptive Technologies Corporation in its $115 million initial public offering of units (consisting of common stock and warrants), which are now trading on the NYSE American exchange. Ault Disruptive Technologies is a blank-check special purpose acquisition company (SPAC) formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses with a focus on emerging technologies.

- PLx Pharma Completes $71M Underwritten Public Offering of Common Stock
  Represented PLx Pharma Inc., a late-stage specialty pharmaceutical company, in its underwritten registered public offering of shares of common stock, worth approximately $71 million, on the Nasdaq Capital Market. PLx Pharma plans to
use the net proceeds from the offering for general corporate purposes, including potential additions to working capital and capital expenditures, which also includes launching its new and recently FDA approved drug Vazalore, the first-ever liquid-filled aspirin capsule.

- GlobalSCAPE, Inc.
  Represented GlobalSCAPE, Inc. in its acquisition through a public tender offer by Help/Systems, LLC in 2020, representing aggregate consideration over $200 million (including repayment of indebtedness).

- Represented PowerFleet in $25 Million Offering
  Olshan client PowerFleet, Inc., a global leader and provider of subscription-based wireless IoT and M2M solutions for securing, controlling, tracking, and managing high-value enterprise assets, launched a $25 million at-the-market offering with Canaccord Genuity LLC acting as sales agent.

- Olshan Represents I.D. Systems in Acquisition of Pointer Telocation Ltd. and Reorganization into PowerFleet, Inc.
  Olshan represented I.D. Systems in its $140 million cash and stock acquisition of Pointer Telocation Ltd., an Israeli public company, and reorganization pursuant to which I.D. Systems and Pointer became wholly-owned subsidiaries of PowerFleet, Inc., a new public holding company dual-listed on the Nasdaq Global Market and the Tel Aviv Stock Exchange. In connection with the financing of the transaction, we also represented PowerFleet in a $55 million convertible note and preferred stock investment with affiliates of Abry Partners II.

- Olshan Wins “Deal of the Year” and “Middle Market Activist Campaign of the Year” at The Deal Awards
  Olshan was honored at The Deal Middle Market Awards in Chicago for its work in representing George Feldenkreis, founder and former Executive Chairman of Perry Ellis International, in his deal to take Perry Ellis private, which was honored as the “Deal of the Year” and “Middle Market Activist Campaign of the Year.”

- IMAC Holdings, Inc. Completes IPO on Nasdaq
  Olshan Frome Wolosky acted as counsel to IMAC Holdings, Inc. in the underwritten initial public offering of IMAC’s shares of common stock and warrants to purchase common stock, at a public offering price of $5.125 per unit. IMAC owns and manages outpatient medical clinics throughout the Midwest that provide regenerative, orthopedic and minimally invasive procedures and therapies centered around treating sports injuries. IMAC has partnered with several active and former professional athletes, opening two Ozzie Smith IMAC Regeneration Centers, two David Price IMAC Regeneration Centers, and a Tony Delk IMAC Regeneration Center. Dawson James Securities, Inc. acted as the book running manager and Axiom Capital Management, Inc. and The Benchmark Company LLC acted as co-managers for the offering. IMAC’s shares and warrants are trading on The NASDAQ Capital Market under the ticker symbols “IMAC” and “IMACW.”

- Legacy Housing Prices IPO
  Olshan Frome Wolosky acted as counsel to Legacy Housing Corporation in the initial public offering of an aggregate of 4,000,000 shares of its common stock at
a public offering price of $12.00 per share. Legacy Housing is the fourth largest producer of manufactured homes in the United States and a recognized leader and innovator in the manufactured housing industry. Shares of the company are trading on The NASDAQ Global Select Market under the symbol “LEGH.” The offering was made through an underwriting group led by B. Riley FBR, Inc., Oak Ridge Financial and National Securities Corporation.

- Spin-Off of Global Sources Ltd.
  Represented Global Sources Ltd., in its acquisition by, and immediate spin-off from, Fairchild Corporation, a foreign private issuer. Global Sources Ltd. trades on Nasdaq.

- Purchase of Iconic Mobil Building
  In one of the biggest financing deals of 2014, Olshan represented the purchaser of the iconic Mobil Building at 150 East 42nd Street, including securing a $700 million loan from Morgan Stanley Mortgage Capital Holdings to complete their acquisition of the leasehold position. The deal included a 99-year ground lease extension with the land owner, purchasing the existing leasehold from Hiro Real Estate, and creating a sub-leasehold condominium to accommodate Mt. Sinai Medical Center. Several Olshan practice groups represented the buyers in the transaction: Tax & Planning, Real Estate and Corporate/Securities. News reports may be found at The Real Deal and GlobeSt.com.

- $300M Amended and Restated Credit Facility
  Represented GenCorp Inc., a leading manufacturer of aerospace and defense products, in connection with an amended and restated $300 million credit facility. The new credit facility amends and restates the Company's prior credit agreement and, among other things, (i) extending the maturity date; and (ii) replacing the existing revolving credit facility and credit-linked facility with (x) a revolving credit facility in an aggregate principal amount of up to $200.0 million (with a $100.0 million subfacility for standby letters of credit and a $5.0 million subfacility for swingline loans) and (y) a term loan facility in an aggregate principal amount of up to $100.0 million.

- $100M Subordinated Credit Facility
  Represented GenCorp Inc., a leading manufacturer of aerospace and defense products, in connection with a $100 million subordinated credit facility, to be used for a variety of purposes.

- $538.65 Million Acquisition
  Represented Quinpario Acquisition Corp. (Nasdaq:QPAC) (Nasdaq:QPACU) (Nasdaq:QPACW) in its definitive agreement to acquire Jason Incorporated from Saw Mill Capital LLC, Falcon Investment Advisors, LLC and other investors. The purchase price of $538.65 million will be funded by the cash proceeds from QPAC's initial public offering, new debt and rollover equity invested by the current owners and management of Jason.

- $12 Million PIPE Offering
  Represented IZEA, Inc. (Nasdaq: IZEA), an Orlando, Florida based social media sponsorship company, in its completion of a $12 million PIPE financing transaction of common stock and warrants; its largest financing to date. The
round was led by Special Situations Funds with participation by IZEA board members, IZEA’s CEO and numerous institutional investors.

- Representation of Underwriters in Public Offering of Pioneer Power Solutions
  Represented Roth Capital Partners and Monarch Capital Group, the underwriters of a public offering of 1,100,000 shares of common stock of Pioneer Power Solutions, Inc., a manufacturer of specialty electrical transmission and distribution equipment. It will begin trading on the Nasdaq Capital Market under the symbol “PPSI.” Pioneer intends to use the proceeds of this offering to repay its outstanding borrowings with Bank of Montreal, with the remaining balance to be used to fund acquisitions and working capital.

- $11.6 Million PIPE Offering and Merger
  Represented GlobalOptions Group, Inc. in its merger with Walker Digital, LLC, which will do business as PatentProperties, Inc. In connection with the merger, the company also completed an $11.6 million PIPE offering of common stock and warrants.

- GenCorp’s $550 Million Acquisition of Rocketdyne from United Technologies
  Represented GenCorp Inc., a leading technology-based designer, developer and manufacturer of aerospace and defense products, in the successful completion of the $550 million acquisition of the Pratt & Whitney Rocketdyne business from United Technologies in part with the proceeds from a $460 million bond offering. The acquisition will nearly double the size of GenCorp and help ensure that it continues to be a leader in the next space age.

- Merger of CERTPOINT Systems Inc. and Infor Inc.
  Represented CERTPOINT Systems Inc., a provider of SaaS-based learning management software (LMS) and learning content management software (LCMS), in a merger with Infor Inc., a leading global provider of business application software serving more than 70,000 customers.

- $255 Million Merger - Pharmaceutical Company
  Represented Ramius V&O Acquisition LLC, a wholly-owned subsidiary of Ramius Value and Opportunity Advisors LLC, in connection with its acquisition, together with Royal Pharma, of Cypress Bioscience, Inc. (NASDAQ:CYPB), a pharmaceutical company engaged in the development of innovative drugs to treat central nervous system (CNS) disorders.

- $200 Million Secured Credit Facility - Aerospace and Defense Company
  Represented GenCorp Inc. (NYSE:GY), a leading manufacturer of aerospace and defense products, in connection with its amended and restated $200 million credit facility. The new credit facility amended and restated GenCorp’s prior credit agreement to, among other things, extend the maturity date and replace the existing revolving credit facility and credit-linked facility with a revolving credit facility in an aggregate principal amount of up to $150 million and a term loan facility in an aggregate principal amount of up to $50 million. The credit facility is collateralized by a substantial portion of GenCorp’s tangible and intangible personal property and other assets, including the stock and assets of its material domestic subsidiaries that are guarantors of the facility.
• **$131.6 Million Friendly Merger - Preceded by Activist Campaign**
  Represented Landry’s, Inc. in its acquisition in December 2011 through a two-step merger (tender offer with back-end merger) with McCormick & Schmick’s Seafood Restaurants, Inc. (NASDAQ:MSSR) for a total equity value of approximately $131.6 million. The acquisition was the culmination of a process that began with a proxy contest followed by a seven-month auction process. The transaction was financed through a combination of cash and debt. In April 2011, McCormick & Schmick’s rejected Landry’s initial acquisition offer and implemented a defensive “poison pill.” Our Activist Practice Group quickly formulated a strategy that pressured the McCormick & Schmick’s board to either negotiate a transaction with Landry’s or conduct a sale process for the company. The Activist Practice Group navigated Landry’s through a complex and unprecedented “withhold quorum” proxy campaign. Just two weeks after the commencement of this campaign, McCormick & Schmick’s announced its decision to put itself up for sale. Landry’s participated in the sale process and ultimately signed a merger agreement to acquire McCormick & Schmick’s in October 2011.

• **$57.3 Million Acquisition - Clothing Accessories Company**
  Represented Randa Accessories Leather Goods LLC, a privately held men’s accessories company, in the $57.3 million acquisition of Swank, Inc. (PINK: SNKI), a leading designer and marketer of men’s and women’s belts and men’s leather accessories, jewelry and suspenders. In connection with the acquisition, we represented Randa in obtaining financing from JPMorgan Chase.

• **$307 Million Merger - IT Services Company**
  Represented Ness Technologies, Inc. (NASDAQ: NSTC and TASE: NSTC), a global provider of IT services and solutions, in connection with its acquisition by an affiliate of Citi Venture Capital International, a global private equity investment fund, in a transaction valued at approximately $307 million. Ness’s stockholders received $7.75 per share in cash for each share of common stock they held, representing a premium of 17.6% over the closing price of the company’s shares on the last trading day prior to the announcement of the merger agreement, or 22.2% over the average closing price of the company’s shares over the 30 trading days prior to the announcement. The merger provided for Ness’s senior management team to continue in their roles.

• **$620 Million Public Merger - 250+ Restaurants**
  Represented Lone Star Steakhouse & Saloon, Inc., a Nasdaq-listed operator of casual and upscale restaurants, in the negotiation of a complex merger with a large private equity firm. In the face of opposition by a significant activist stockholder, we assisted our client in waging a campaign that ultimately secured stockholder approval of the transaction.

• **$101 Million Self Tender Offer - Real Estate Company**
  Represented United Capital Corp.(NYSE Amex: AFP) in connection with its tender offer to purchase approximately 31% of its outstanding shares at a purchase price that included an approximately 20% premium per share (or an aggregate purchase price of approximately $101 million). In connection with the tender offer, United Capital Corp. also delisted from the NYSE Amex and
deregistered from the reporting obligations of the Securities Exchange Act of 1934, as amended.

- **$57.4 Million Registered Direct Offering**
  Represented Pharmacyclics, Inc. (NASDAQ: PCYO), a clinical-stage biopharmaceutical company, in connection with a $57.4 million registered direct offering of its common stock. Pharmacyclics entered into stock purchase agreements with various institutional investors and its CEO for the sale of approximately 6.5 million shares of its common stock at $8.85 per share. Pharmacyclics intended to use the proceeds of the transaction for general corporate purposes, including clinical trials, preclinical research expenses, general and administrative expenses and for working capital. The securities were offered by Pharmacyclics pursuant to an effective shelf registration statement and a registration statement filed pursuant to Rule 462(b) promulgated under the Securities Act.

- **$12.5 Million IPO - Pharmaceutical Company**
  Represented CorMedix Inc., a pharmaceutical company focused on developing and commercializing therapeutic products for the treatment of cardiorenal disease, in connection with its initial public offering and related listing on NYSE Amex. CorMedix sold 1,925,000 units at $6.50 per unit (before underwriting discounts and commissions). Each unit consisted of two shares of CorMedix common stock and a warrant to purchase one share of common stock at a price of $3.4375.