

Calfee's Mergers & Acquisitions (M&A) practice spans the entire spectrum of taxable and non-taxable transfers of private and public companies, as well as the structuring and funding of strategic alliances and other joint ventures. Our sizeable practice group and years of experience give us an extremely deep understanding of transactional practice. We couple this experience with an appreciation that each client's transaction is unique and must be approached in an appropriate fashion.

In each case, Calfee attorneys focus on understanding the business reasons for the transaction, and then help identify the most suitable structure, devise strategies to avoid significant obstacles and negotiate reasonable protections in light of the size and complexity of the transaction and the resources and expectations of the client. Tailoring our approach to fit the client's needs, we provide invaluable counsel to clients that have only minimal experience in the M&A world, as well as to the largest, most sophisticated buyers and sellers. Whether the deal involves a "simple" asset purchase of a small, single-facility business, or a large multiple-entity, multiple jurisdiction transaction for a publicly held conglomerate, we focus on the transactional goals. We help to allocate the risk of both known and unforeseen liabilities in a manner that our clients think is fair and reasonable. We also advise on possible tax savings or deferral opportunities in structuring the purchase and management compensation arrangements. We stay at our client's side, helping to develop creative solutions to get the deal done, while always assisting in the pursuit of the business objectives.

Representative Experience

Transaction Structuring

- > Purchases/sales of shares
- > Purchases/sales of assets
- > Mergers
- > Leveraged buy-outs
- > Recapitalizations
- > Tender offers
- > Joint ventures

Ancillary Arrangements

- > Seller financing
- > Escrow agreements
- > Earn-out arrangements
- > Non-competition agreements
- > Employment agreements
- > Patent/trademark licenses
- > Leases

Continue >

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Due Diligence

- > Environmental compliance
- > Employee benefit plan analysis
- > Intellectual property review
- > Workers' compensation/OSHA issues
- > Software licenses
- > Insurance coverages
- > Material contracts

Regulatory Compliance

- > Securities laws
- > Antitrust laws
- > Environmental laws
- > Antitakeover laws
- > WARN Act
- > COBRA