



With attorneys in major financial centers across the U.S. and in the UK, Asia and the Middle East, Duane Morris routinely advises clients on securities law and governance issues. Our lawyers assist with preparing and filing registration and proxy statements, annual, quarterly and current reports and other SEC filings, as well as private placement memoranda and related private offering materials. We also handle complex business transitions—M&A, equity offerings and debt financings—and leverage our experience in representing issuers, underwriters, placement agents, investment banks and investors in public and private offerings to better understand market expectations, the interests of the parties to these transactions, the business needs of our clients and the need for efficient execution and speed to market.

SERVICES

- ▶ IPOs & OTHER OFFERINGS
- ▶ FINANCINGS
- ▶ COMPLIANCE & REPORTING
- ▶ MERGERS & ACQUISITIONS
- ▶ GOVERNANCE
- ▶ SHAREHOLDER ACTIVISM GUIDANCE
- ▶ RESTRUCTURING & REORGANIZATION
- ▶ ENTITY FORMATION

OFFICE LOCATIONS & REACH



UNITED STATES

- Atlanta
- Austin
- Baltimore
- Boca Raton
- Boston
- Cherry Hill
- Chicago
- Dallas
- Fort Worth
- Houston
- Lake Tahoe
- Las Vegas
- Los Angeles
- Miami
- New York
- Newark
- Philadelphia
- Pittsburgh
- San Diego
- San Francisco
- Silicon Valley
- Washington, D.C.
- Wilmington

INTERNATIONAL

- Hanoi
- Ho Chi Minh City
- London
- Myanmar
- Shanghai
- Singapore

- ▶ Also satellite offices, including Bangor and Portland, Maine; and Seattle, Washington
- ▶ Alliances in Mexico
- ▶ Leadership position with international network of independent law firms

AM LAW 100 SINCE 2001

- ▶ More than **900 LAWYERS** in offices in the U.S., UK and Asia
- ▶ 14 consecutive years of revenue growth
- ▶ **126 PARTNERS** have chosen to join Duane Morris in the past 5 years



INDUSTRIES

- ▶ BANKING AND FINANCE
- ▶ CANNABIS
- ▶ CONSTRUCTION AND ENGINEERING
- ▶ EDUCATION
- ▶ ENERGY/ ENVIRONMENTAL
- ▶ FINTECH
- ▶ GAMING
- ▶ INSURANCE/ REINSURANCE
- ▶ LIFE SCIENCES AND MEDICAL TECHNOLOGIES
- ▶ PRIVATE EQUITY
- ▶ REAL ESTATE/REITS
- ▶ RETAIL/CONSUMER PRODUCTS
- ▶ TECH-ENABLED SERVICES
- ▶ TRANSPORTATION, AUTOMOTIVE AND LOGISTICS

CHAMBERS USA 2023

- ▶ Ranked by *Chambers USA*, *Chambers Global* and *Chambers Asia-Pacific* 2023
- ▶ Rankings for *Corporate/M&A & Private Equity* in Pennsylvania; *Corporate/M&A: Foreign Expertise*, Singapore; and *Corporate/M&A*, Vietnam
- ▶ Multiple partners recognized with *citations for excellence in Corporate/M&A and Private Equity law*



U.S. NEWS-BEST LAWYERS BEST LAW FIRMS 2023

- ▶ **U.S. News-Best Lawyers** Best Law Firms 2023 awarded Duane Morris a **Top-Tier national ranking in Corporate law** and numerous **Top-Tier regional rankings in Corporate and M&A.**



THE DEAL

- ▶ Ranked as **Top 5 At-the-Market Offering Selling Agent Counsel**, aggregating \$3.6 billion of total commitment, for 2021

REPRESENTATIVE TRANSACTIONS

Public Offerings – Issuers

- ▶ Represented **ANNOVIS BIO, INC.** (NYSE American: ANVS), a clinical stage, drug platform company addressing the treatment of neurodegenerative diseases, in connection with its initial public offering.
- ▶ Represented **THE LOVESAC COMPANY** (Nasdaq: LOVE), a technology-driven modular furniture designer and manufacturer, in its \$64 million initial public offering, followed by its 2.5 million-share secondary offering that raised close to \$100 million.
- ▶ Represented **DIAMOND OFFSHORE DRILLING, INC.** (NYSE: DO) in connection with its underwritten registered public offering of \$500 million of its 7.875% senior notes due 2025.
- ▶ Represented **UNITIL CORPORATION** (NYSE: UTL), an interstate electricity and natural gas utility servicing New Hampshire, Massachusetts and Maine, in its \$33.3 million underwritten public offering of common stock.

Public Offerings – Underwriters

- ▶ Represented **B. RILEY FBR, INC.** (Nasdaq: Riley), as joint book-running manager of a \$132.25 million underwritten public offering of 6.375% Senior Notes due 2025 with \$17.25 million issued pursuant to exercise of underwriter's option.
- ▶ Represented **JONESTRADING INSTITUTIONAL SERVICES LLC, CANACCORD GENUITY INC., D.A. DAVIDSON & CO., FBR CAPITAL MARKETS & CO., JMP SECURITIES LLC** and **NATIONAL SECURITIES CORPORATION**, acting as agents in a \$150 million at the market offering of common stock for Preferred Apartment Communities, Inc. (NYSE: APTS), a Maryland corporation formed primarily to acquire and operate multifamily properties in select targeted markets throughout the United States.
- ▶ Represented **COWEN AND COMPANY, LLC**, as sales agent, in a \$40 million at the market equity offering of common stock for HTG Molecular Diagnostics, Inc. (Nasdaq: HTGM), a commercial stage life sciences company focused on advancing precision medicine.
- ▶ Represented **STIFEL, NICOLAUS & COMPANY**, acting as sales agent in a \$50 million at the market equity offering of common stock for Endologix Inc. (Nasdaq: ELGX), which develops, manufactures, markets and sells medical devices for the treatment of aortic disorders.

Public Company M&A

- ▶ Represented **DUPONT** (NYSE: DD), a global innovation leader with technology-based materials, in its \$110 million acquisition of Evoqua's Memcor business, which includes ultrafiltration and membrane bio-filtration technologies.
- ▶ Represented **FLRISH, INC. d/b/a HARBORSIDE** (CSE: HBOR), a vertically integrated California cannabis company, in its \$250 million reverse takeover of Canada-based Lineage Grow Company (CSE:BUDD), enabling FLRish to complete an inversion transaction and a contemporaneous private placement Regulation S offering.
- ▶ Represented **FIRMENICH**, one of the world's largest producers of flavors and fragrances, in its \$80 million all-cash tender offer of U.S. public company Senomyx, Inc., a leader in taste innovation and sweet, cooling and bitter solutions (Nasdaq: SNMX).
- ▶ Represented **CATALENT, INC.** (NYSE: CTLT), a drug delivery technology company, in its \$140 million all cash acquisition via tender offer of Juniper Pharmaceuticals, Inc. (Nasdaq: JNPR), including its U.K.-based Juniper Pharma Services division.
- ▶ Represented the special committee of the board of directors of **JAVELIN MORTGAGE INVESTMENT CORP.** (NYSE: JMI) in a \$900 million merger in which ARMOUR Residential REIT, Inc. (NYSE: ARR) acquired JAVELIN through a cash tender offer followed by a second step merger.

Financings

- ▶ Represented **QUANTA SERVICES, INC.** (NYSE: PWR), a leading integrated infrastructure solutions provider, in connection with an amendment of its \$1.8 billion senior secured revolving credit facility with Bank of America, as administrative agent, and a syndicate of lenders.
- ▶ Represented **DIAMOND OFFSHORE DRILLING, INC.** (NYSE: DO) in connection with its entry into a new \$950 million senior revolving credit facility with Wells Fargo Bank, as administrative agent, and a syndicate of lenders, which will mature in 2023.
- ▶ Represented **STONEMOR PARTNERS** (NYSE: STON), a leading owner/operator of cemeteries and funeral homes in multiple states and Puerto Rico, in its \$447.5 million recapitalization transaction (\$385 million private placement of 9.875% Senior Secured Notes and concurrent private placement of \$62.5 million of liquidation value of Series A Convertible Preferred Units of the Partnership).

Governance and Shareholder Activism

- ▶ Regularly advise public company boards and management teams regarding developments in corporate governance and strategies to address shareholder activism, including shareholder nominations and proposals.
- ▶ Served as counsel to a **U.S.-BASED CONSTRUCTION MANAGEMENT FIRM** as it addressed an unsolicited offer to purchase the company and interest from an activist investor; advised executive officer team and board of directors on takeover protection strategies, defense of proxy contest and defense of expedited litigation seeking to enjoin holding the company's annual meeting.
- ▶ Advised the special committee of the board of directors of a **NASDAQ-TRADED GLOBAL MANUFACTURER, MARKETER AND DISTRIBUTOR OF CONSUMER PRODUCTS** on a strategy that defeated a hostile-takeover effort by activist fund and included the board's adoption of a "poison pill."
- ▶ Represented the special committee of the board of directors of **QUEST SOFTWARE** in its stock-option-backdating investigation and the related derivative and class-action litigation and government investigations.

FOR MORE INFORMATION, PLEASE CONTACT:



DARRICK MIX

215.979.1206
dmix@duanemorris.com



DEAN M. COLUCCI

973.424.2020
dmcolucci@duanemorris.com



JAMES T. SEERY

973.424.2088
jtseery@duanemorris.com



RICHARD A. SILFEN

215.979.1225
rasilfen@duanemorris.com



SHELTON M. VAUGHAN

713.402.3906
smvaughan@duanemorris.com

This publication is for general information and does not include full legal analysis of the matters presented. It should not be construed or relied upon as legal advice or legal opinion on any specific facts or circumstances. The invitation to contact the attorneys in our firm is not a solicitation to provide professional services and should not be construed as a statement as to any availability to perform legal services in any jurisdiction in which such attorney is not permitted to practice.