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Types of corporate transactions in which our firm has particular expertise
The Firm’s highly credentialed and experienced corporate practice group attorneys handle a broad range of public and private transactional, compliance and corporate counsel assignments. Our clients are international and domestic investors, lenders, entrepreneurs and operating companies, from startups to small and midsized entities to Fortune 500 corporations.

We partner with in-house counsel, management and boards of directors in the design and implementation of all facets of their day-to-day and non-ordinary course legal activities, initiatives and strategic decisions, including, mergers and acquisitions, joint ventures and corporate collaborations, capital market and securities transactions, credit facilities, restructurings and workouts, corporate governance, commercial transactions such as licensing, distribution, supply and consulting arrangements, executive compensation and general corporate matters.

The size of our firm’s corporate transactions team
The Sills Cummis & Gross corporate transactions team consists of more than two dozen attorneys, with approximately half as Members of the Firm (partner equivalent). Because we are a full-service commercial law firm, we can call on other practices as the need arises.

Examples of transactions our firm has undertaken
• Representation of a diversified agribusiness listed on the New Zealand Stock Exchange in connection with its acquisition of 60% of the equity interest of a large independent U.S. buyer, processor, and seller of ingredients for the pet food industry.

• Representation of the Special Independent Committee of the Board of Directors of a NYSE-listed pharmaceutical company in considering the company’s strategic alternatives which resulted in a merger agreement valued at U.S. $346 million with Nycomed, headquartered in Zurich, Switzerland.
• Representation of a global leader in the immunodiagnostics market and an international player in the in vitro diagnostics market in the acquisition of a product line for the diagnosis of HIV, HCV and HBV infections from Abbott Diagnostics.

• Representation of an international engines and transportation manufacturing unit of a European-based automobile manufacturer in the acquisition of Chrysler’s Tritec Motors plant for $150 million including R&D costs.

• Advised a major international conglomerate and several of its holdings, headquartered in Italy, in numerous transactions:
  • A $116 million acquisition of Carbomedics, a manufacturer of mechanical and biological heart valves, from Zurich based Centerpulse (NYSE:CEP).
  • The acquisition of COBE CV, an international cardiovascular device business, for $267 million from Gambro AB, a Swedish medical device company, pursuant to a managed sale auction; we simultaneously sold the Heart Lung Machine Division to Baxter to obtain U.S. antitrust clearance.
  • The purchase of the Shiley Cardiovascular Division, with operations in 17 countries, from Pfizer Inc. for $280 million.
  • The sale of its diagnostic business to American Standard for $250 million including a 51% interest in INCSTAR, a NASDAQ-listed company.

• Representation of a seller in a $77 million sale of a private New Jersey based business to a subsidiary of a Hong Kong Stock Exchange listed company. We also represented certain principals of the seller and their affiliates in connection with numerous material agreements.

• Representation of a New Jersey- and New York-based data analytics company in connection with its merger into a wholly-owned subsidiary of a $100+ billion market cap worldwide consulting company.

• Representation of a Connecticut-based biotechnology company in connection with its execution of a collaboration and license agreement with a wholly-owned subsidiary of a NYSE listed biopharmaceutical company based in the United Kingdom that contemplated research, development and commercialization of biologics for the treatment of Alzheimer’s disease.

• Representation of a Canadian-based manufacturer and importer of women’s apparel in a transaction involving the repurchase by the founders of a majority interest in the company from its private equity investors. The transaction also involved the renegotiation and revision of the company’s financing facility with its bank lending group and its factor.

• Over the years, representation of a leading real estate company in the acquisitions, sales and joint ventures of several real estate assets throughout the U.S.
• Representation of a multi-state regional bank in wide variety of real estate and corporate loan transactions.

• Representation of a clinical-stage biopharmaceutical company developing novel medicines focused on the Brain-Immune-Gut (BIG) Axis in connection with a collaboration and license agreement with F. Hoffmann-La Roche Ltd and Hoffmann-La Roche Inc. for a multiyear collaboration.

• Representation of one of the largest independent insurance agencies in the Northeast and its subsidiaries in connection with the sale of substantially all of its assets to a subsidiary of the world’s leading insurance broker and risk advisor.

• Representation of an owner, operator and developer of casinos and related hospitality and entertainment facilities in the U.S. with its headquarters in Las Vegas, Nevada on the New Jersey corporate and gaming law aspects of its SEC registration and issuance in March 2012 of $325 million of Senior Subordinated Notes. Two New Jersey subsidiaries, among others, guaranteed the Notes underwritten by J.P. Morgan Securities LLC.

• Representation of a major health care system in the issuance of revenue and refunding bonds in the aggregate principal amount of $450 million. The bonds were issued through the New Jersey Health Care Facilities Financing Authority and underwritten by J.P. Morgan Securities LLC and Citigroup as lead underwriters.

• Representation of one of the largest companies in the toy industry in the sale of one of its toy divisions to that division’s management team. The division’s U.S. business unit is located in New Jersey and the Chinese business unit is located in Hong Kong.

• Representation of a major distributor of music, movies and consumer electronics in connection with an asset-based loan facility from Bank of America, N.A. and a consortium of banks. This revolving line of credit is in the amount of $125 million.

• Representation of a leading international molding company and plastic manufacturer in a cross-border acquisition of all the outstanding capital stock of a Canadian motor vehicle components corporation and its numerous Canadian and Delaware affiliates.

• Representation of a manufacturer of high-end outerwear and sportswear and its affiliates with respect to a refinance and updating of their credit facilities, including a $200 million revolving credit line from a syndicate of banks led by JPMorgan Chase Bank, N.A.