

Mergers, Acquisitions + Divestitures

Kegler Brown's mergers and acquisitions practice area regularly represents clients, both public and private, in the purchase and sale of businesses. We cover a wide range of transactions, with a primary focus on serving the middle market. Our attorneys lead multi-disciplinary teams capable of handling all aspects of complex domestic and cross-border transactions.

Many of the attorneys in our M+A practice have earned industry-wide recognition for responsive client service. We have been noted for excellence in the practice of law by all major research-based and peer review rating services in various local and national publications. Most recently, Kegler Brown was recognized as a "Tier 1" M+A firm in Columbus by *Best Lawyers* and *U.S. News* in their annual *Best Law Firms* publication. Practice co-chair Todd M. Kegler was also honored as the *Best Lawyers* 2017 "Lawyer of the Year" in Columbus for M+A transactions. Co-chair Eric D. Duffee is described as a "top rated M+A attorney in Columbus" by Super Lawyers and was selected as one of their 2018 Rising Stars.

Our Services

Transaction advisory

- + asset and stock purchases and sales, including acquisitions and dispositions of business units and divisions
- + auctions
- + corporate governance advice
- + distressed mergers and acquisitions, including Article 9 sales
- + ESOPs
- + joint ventures
- + leveraged buyouts and recapitalizations
- + management buyouts
- + private equity purchases and sales
- + restructurings
- + spin-offs
- + taxable and tax-free reorganizations
- + public and private financing transactions (debt and equity)
- + growth equity raises
- + sales and acquisitions of minority interests
- + UCC and secured transactions

Transaction services

- + developing proposals and pricing strategies
- + choosing and retaining financial advisors
- + preparing private placement memoranda and other offering materials
- + conducting auctions
- + organizing physical and virtual due diligence rooms
- + advising prospective sellers on preparing their businesses for sale
- + advising boards on fiduciary duties
- + preparing regulatory filings
- + negotiating letters of intent
- + conducting due diligence
- + structuring transactions to achieve tax, accounting and other business objectives
- + drafting and negotiating definitive documentation
- + providing advice on rolled equity investments and continued employment relationships
- + counseling clients on post-closing developments (e.g. disputes, working capital adjustments, indemnification claims)

Multi-disciplinary services

- + antitrust compliance
- + employee benefits and ERISA
- + executive compensation
- + state and federal taxation
- + environmental compliance
- + intellectual property and technology
- + real estate
- + lending matters (e.g. senior and mezzanine financing)
- + private equity
- + state and federal securities laws

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Our Clients

We advise public and private clients worldwide that are engaged in middle-market transactions, providing best-in-class advisory services and flawless execution at affordable rates. We primarily serve privately held businesses and their owners in growth acquisitions and exit transactions, and publicly traded companies focused on middle-market transactions as part of their corporate growth strategies. We work with:

- + **Publicly traded companies:** corporate growth acquisitions; business unit and division dispositions
- + **Privately held companies:** sale transactions (of the entire business and business unit dispositions); strategic growth acquisitions; working closely with other legal services within the firm as outside general counsel
- + **Entrepreneurs:** all aspects of organizing, growing, and exiting their business; advice on income tax and estate tax planning
- + **Private equity firms:** portfolio company acquisitions and dispositions
- + **Private investors:** equity investments, debt investments, and the sale and purchase of both

Our M+A transaction history is highlighted by representation of these notable companies:

- + **Cardinal Health Inc.**
- + **Commercial Vehicle Group Inc.**
- + **inVentiv Health and inVentiv Communications**
- + **PowerSecure International**
- + **Schottenstein Stores**

Contact Us

For more information on our M+A services, please contact Todd M. Kegler or Eric D. Duffee.

Our Team

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