



mergers & acquisitions

We have extensive experience representing public and private companies in M&A transactions. As a result, our attorneys are adept not only in structuring, negotiating and documenting M&A transactions, but also in addressing the federal and state securities law compliance aspects of such transactions. We also guide our listed company clients in complying with stock exchange listing rules related to M&A. We excel in complex long range M&A planning for our clients, many of whom engage us for successive M&A transactions that prove critical to their growth plans. In addition to representing constituent entities in M&A transactions, we have the expertise and experience needed to represent investment banks in the preparation of fairness opinions for M&A transactions.

- Statutory mergers
- Share exchanges
- Asset purchases and sales
- Reverse mergers
- Leveraged buyouts
- Divestitures
- Acquisitions: Public and private enterprises, including negotiated transactions, tender offers, and proxy contests; representing both buyers and sellers
- Mergers: Stock and cash transactions (including tender offers)
- Diligence: Intellectual property, real estate, and other liabilities due diligence
- Corporate roll-ups

deals

- Represented a music label and management company in the landmark sale of Grammy award-winning, diamond and platinum catalog assets to a major record label.

attorneys

Anthony A. Adler
Blake Baron
Anna Czege
Eric J. German
Lessing E. Gold
James F. Guerra
Anup Khatri
Chris Luna
Gabriel Miranda
Nimish Patel
Alexandra Woods

related practices areas

transactional tax



mergers & acquisitions

- Represented seller in the strategic divestiture of a company in the alternative investments sector.
- Represented a foreign mobile game development company in an international sale of a leading mobile video game to an interactive entertainment company and game developer/publisher.
- Represented the founders of a game creator/publisher in the approximately \$170 million sale of a majority stake, to a leading worldwide boardgame company, at an enterprise value of approximately \$325 million.
- Represented the founder of family entertainment company in the \$20 million sale of the founder's equity interests, to private equity stockholder, at an enterprise value of approximately \$130 million.
- Represented SRAX, Inc. in their sale of LD Micro, a leading data and event company serving the small and micro-cap space, to Freedom U.S. Markets LLC, a wholly-owned subsidiary of Freedom Holding Corp., for \$8.3 million.
- Represented FOXO Technologies Inc., a technology company applying epigenetic science and AI to modernize the life insurance industry, in their merger with special purpose acquisition company (SPAC) Delwinds Acquisition Corp. FOXO is now publicly traded on the NYSE under ticker symbol 'FOXO'.
- Represented Netmarble US, one of the largest mobile game companies in the world, in its acquisition of a majority stake in Just Games Interactive Entertainment LLC (d/b/a Kung Fu Factory), a leading developer of mobile, console and online video games, for approximately \$12 million.
- Represented LD Micro, a leading data and event company serving the small and micro-cap space, in its acquisition by SRAX, Inc. (NASDAQ: SRAX), a financial technology company that unlocks data and insights for publicly traded companies through Sequire, its SaaS platform.
- Represented Peninsula Acquisition Corporation in closing an alternative public offering with Transphorm, Inc., a pioneer in the development and manufacturing of high reliability-high performance gallium nitride (GaN) semiconductors for power conversion, allowing Transphorm to raise \$21.5 million in a private placement financing in connection with a reverse merger.
- Represented Helios and Matheson Analytics Inc. (NASDAQ: HMNY) in its merger with Zone Technologies, Inc., the creator of the mobile RedZone Maps global crime mapping application, whose mission is to enhance personal safety worldwide.
- Represented VBI Vaccines Inc. (NASDAQ: VBIV) in its merger with SciVac Therapeutics, Inc. (TSX: VAC)(OTCQX: SVACF). The merged company is listed on the NASDAQ Capital Market under the symbol "VBIV" and on the Toronto Stock Exchange under the symbol "VBV."
- Buyer's counsel in acquisition by Uni-Pixel, Inc. (NASDAQ: UNXL), through its wholly owned subsidiary, Uni-Pixel Displays, Inc., of the manufacturing assets of Atmel Corporation's (NASDAQ: ATML) XSense® touch sensors group, together with the licensing of patents and intellectual property from Atmel for the use of XSense-related technologies. Also counseled UniPixel in its licensing of fine line technology from Atmel's partner, CIT Technology Limited, a wholly owned subsidiary of Carclo plc (LSE: CAR), with minimum royalties



during the initial term. Cowen and Company, LLC acted as exclusive financial advisor to UniPixel on the acquisition and licensing transactions.

- Counsel to Variation Biotechnologies (US), Inc. in its merger with Paulson Capital (Delaware), Inc. (NASDAQ: PLCC) and concurrent private placements. The post-merger entity, VBI Vaccines, Inc., is listed on the NASDAQ Capital Market under the symbol VBIV.
- Counsel to Sysorex Global Holdings Corp. (NASDAQ: SYRX) in its acquisition of AirPatrol Corporation. Sysorex is a provider of cyber security, data analytics, custom application development, cloud solutions, Mobile/BYOD solutions and strategic outsourcing to government and commercial clients in major industries around the world. AirPatrol is a developer of location-based cybersecurity and commercial services systems for mobile devices.
- Represented a major video game development company in the negotiation of an asset purchase transaction with a Fortune 500 global entertainment company. The deal was valued at over \$30 million with the possibility of additional amounts based on an incentive agreement.
- Represented the acquirer in a \$500 million acquisition of a security and alarm company. This is the largest acquisition to date within this industry.
- Completed a series of acquisitions for a buyer that allowed it to expand its corporate operations into Arizona.
- Represented the owners of a regional retail securities brokerage firm in connection with the sale of that business for in excess of \$100 million.

headlines

MSK Highlighted in *Law360* for Representing NMP Acquisition Corp. on \$100 Million SPAC IPO
Law360, July 2, 2025

34 MSK Attorneys Named Among *The Best Lawyers in America*® for 2025
August 15, 2024

38 MSK Attorneys Named Among *The Best Lawyers in America*® for 2024
August 17, 2023

MSK Promotes Five Lawyers to Partner
Business Wire, December 19, 2022

26 MSK Attorneys Named Among *The Best Lawyers in America*® for 2022
August 19, 2021

MSK Client LD Micro Announces Acquisition by SRAX
September 4, 2020



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33 MSK Attorneys Named Among *The Best Lawyers in America*© for 2021
August 20, 2020

Nimish Patel Featured by *Law.com* for Kilimanjaro Climb
Law.com (ALM Media Properties), September 25, 2019

MSK Client Stealth Monitoring Announces Equity Investment from Twin Point Capital
September 23, 2019

MSK Expands Bi-Coastal Corporate Practice
February 20, 2019

MSK Leads Sale of Portfolio Company by Vicente Capital Partners to Arlington Capital Partners
February 5, 2019

Melanie Figueroa Named to *Crain's New York Business* List of 2019 "Notable Women in Law"
January 2019

Melanie Figueroa Featured by *Corporate Counsel*
December 4, 2018

MSK Clients Inpixon and Sysorex Announce Successful Completion of Spin-off
September 7, 2018

Melanie Figueroa Named to *Corporate Counsel* and *InsideCounsel's* list of "2018 National Women in Law"
August 13, 2018

MSK Represents Client Inpixon in \$18M Public Offering
February 22, 2018

Mitchell Silberberg & Knupp Names Marc Jones Chair of Firm's Corporate Department
February 21, 2018

MSK Represents StockCross Financial Services, Inc. in Sale of Shares to tZERO
February 15, 2018

MSK Leads Complex Cross-Border LBO for Client Intellectual Technology, Inc. (ITI)
January 25, 2018

Melanie Figueroa Named to *Crain's New York Business* 2018 List of "Leading Women Lawyers in New York City"
December 18, 2017

MSK Client Max-1 Acquisition Corporation Completes Reverse Merger with Exicure, Inc. & Raises \$20 Million
September 28, 2017



MSK Announced as M&A Advisor Award Finalist for 2017
September 18, 2017

Melanie Figueroa Named to *The New York Law Journal's* List of 2017 Rising Stars
July 25, 2017

MSK Client Ta Chen Acquires Empire Resources
May 11, 2017

Helios and Matheson Analytics Sells Secured Convertible Notes Following Merger
December 13, 2016

MSK Announced as M&A Advisor Awards Finalist
August 26, 2016

VBI Vaccines Inc. Completes Merger
May 9, 2016

MSK Client VBI Vaccines Inc. Announces Merger Agreement
October 28, 2015

MSK and Richardson Patel Announce Merger
July 1, 2015

MSK Welcomes Richardson Patel Colleagues!
July 1, 2015

Frequently Asked Questions: MSK and Richardson Patel Merger
July 1, 2015

MSK Announces Closing of Merger and Initial NASDAQ Listing of Variation Biotechnologies
September 5, 2014

news

MSK Client FOXO Featured in Yahoo! Finance For Merger With Delwinds Insurance Acquisition Corp.
February 25, 2022

Ann Calfas and Andrea Cataneo Mentioned in *Bloomberg Law's* "Wake Up Call"
Bloomberg Law, October 28, 2020

Nimish Patel Quoted in *Reuters* on Cryptocurrency
March 21, 2018



Nimish Patel Quoted in *Brave New Coin* on Cryptocurrencies
March 13, 2018

Ariel Weindling Named 2015 SoCal Apparel Award Finalist by the *Los Angeles Business Journal*
December 14, 2015

Les Gold Quoted in *Security Sales & Integration*
June 4, 2015

MSK Attorneys Named to the 2014 List of *Super Lawyers*
October 2014

Gold Discusses Surge in Security Company M&As with *The Daily Deal*
April 15, 2010

alerts

Merger Modifications
MSK Client Alert, March 19, 2020

Fast Act Update: SEC Adopts Amendments to Modernize and Simplify Public Disclosure
MSK Client Alert, March 25, 2019

Premerger Notifications and Interlocking Directorates: FTC Increases Thresholds
MSK Client Alert, February 1, 2018

New Partnership Audit Regime and Partnership M&A Transactions
MSK Client Alert, September 26, 2017

events & speaking engagements

Smarter Transactions: AI's Influence on the Future of M&A and Real Estate
TAG Alliances Fall 2025 International Conference
October 23, 2025

2021 SIA Education at ISC West
July 19, 2021

Focus on Cyber
October 29, 2020

Focus on Finance and M&As
October 28, 2020



Movin' On Up: Navigating the Do's, Dont's and How To's of an Exchange Uplisting

April 1, 2019

Finding Your Next Great Employee: The Importance of Succession Planning!

March 13, 2018

Art of the Deal

June 2015

A Review of Critical M&A Issues

March 7, 2008