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Blake Baron

Partner, through his professional corporation

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legal expertise

Mr. Baron concentrates his practice on general corporate law, securities law, mergers and acquisitions and corporate governance. He represents public and private companies engaging in debt and equity securities offerings, with a particular focus on deal structure, negotiation, and documentation. Mr. Baron also advises public companies in complying with their obligations under the Securities Exchange Act of 1934, including preparation of annual, quarterly, and current reports, and proxy statements. He also assists emerging companies with filing registration statements connected to SEC registered offerings.

representative matters

- 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 Peraso, Inc., a world leader in the development of 5G mmWave silicon, in their Technology License and Patent Assignment Agreement with Intel Corporation.
- 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 American 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.

practice areas

corporate & business transactions

- capital markets & securities
- corporate governance
- exchange act compliance & regulatory reporting
- general corporate law
- mergers & acquisitions

admissions

New Jersey

New York

education

Benjamin N. Cardozo School of Law, Yeshiva University, J.D.; *Moot Court Honor Society*

The George Washington University, B.A.; *Magna Cum Laude*

- Represented EF Hutton, the underwriter on two Initial Public Offerings that are now trading on NASDAQ: Yoshiharu Global Co. (NASDAQ: YOSH) is a a fast-growing restaurant operator specializing in Japanese ramen and Reborn Coffee, Inc. (NASDAQ: REBN) is focused on serving high quality, specialty-roasted coffee at retail locations, kiosks and cafes.
- 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 Max-1 Acquisition Corporation in closing an alternative public offering with Exicure, Inc., a pioneer in developing three-dimensional Spherical Nucleic Acid (SNA™) constructs as gene regulatory and immunotherapeutic agents, allowing Exicure to raise $20 million in a private placement financing in connection with a reverse merger.
- Represented Odyssey Semiconductor Technologies, Inc. in closing a share exchange with Odyssey Semiconductor, Inc., a semiconductor device company developing high-voltage power switching components and systems based on Gallium Nitride (GaN) processing technology, to raise approximately $2.7 million in a private placement financing.
- Represented HyreCar, Inc., the carsharing marketplace for ridesharing and delivery, in its $12.6 million underwritten IPO.
- Represented GI Dynamics, Inc., a medical device company that is developing EndoBarrier® for patients with type 2 diabetes and obesity, in its offering of up to $10 million Series A Preferred Shares.
- Represented ClearSign Technologies Corporation (Nasdaq: CLIR), an emerging leader in industrial combustion and sensing technologies that improve energy, operational efficiency and safety while dramatically reducing emissions, in a $5.175 million firm commitment underwritten offering the closing of 2,587,500 shares of its common stock at a public offering price of $2.00 per share.
- Represented Inpixon (Nasdaq: INPX), a leading indoor data company that delivers Indoor Intelligence™ solutions, in connection with its $150 million At-The-Market Public Offering.
- Represented Inpixon (Nasdaq: INPX), a leading indoor data company that delivers Indoor Intelligence™ solutions, in connection with its SEC disclosure requirements as a result of Inpixon's acquisition of (i) a suite of on-device "blue dot" indoor location and motion technologies, including patents, trademarks, software and related intellectual property from Ten Degrees, Inc. and (ii) an exclusive license to market, distribute, and develop the SYSTAT and SigmaPlot software suite of products from Systat Software, Inc.

- Represented Ta Chen Stainless Pipe Co., Ltd., a publicly traded Taiwan corporation, in its $55 million purchase, through its wholly-owned subsidiary, Ta Chen Investment Corporation, of Empire Resources, Inc. (NASDAQ: ERS), a distributor of value-added, semi-finished aluminum and steel products. The acquisition has since become a finalist for The M&A Advisor Deal of the Year Award (2017) in the categories of Materials Deal of the Year and Cross Border Deal of the Year ($50MM - $100MM).
- Represented New Hampshire-based Unitil Corporation (NYSE: UTL) in its sale of $30 million aggregate principal amount of 3.70% senior notes to several well-known insurance companies.
- Represented Energy Hunter Resources, Inc., a newly-formed oil-focused exploration and production company headquartered in Dallas, Texas, in a private placement offering pursuant to Regulation D under the Securities Act of 1933 of 3.2 million shares of common stock issued at a subscription price of $1.00 per share, for gross proceeds of $3.2 million.
- Represented Paramount Gold Nevada Corp. (NYSE MKT: PZG), a U.S. based precious metals exploration company, in connection with its $18 million acquisition of Calico Resources Corp. (TSX VENTURE:CKB), a Canadian precious metals exploration company. The transaction was structured as a Plan of Arrangement approved by the Supreme Court of British Columbia, enabling Paramount to issue its shares for the acquisition on an exempt basis under Section 3(a)(10) of the Securities Act.
- Represented Double Down Asset Management, LLC in its $1.8 million investment in Step Ahead Innovations, LLC, doing business as MindStream, consisting of common and preferred stock.
- Represented Unilife Corp. (NASDAQ: UNIS / ASX: UNS) in connection with its announced effort to seek strategic alternatives, culminating in a strategic collaboration with Amgen Inc. (NASDAQ: AMGN) for Unilife's wearable injectable drug delivery systems to use with Amgen's biologics and other medicines. The deal provides Unilife with investments of up to $90 million from Amgen and restructures Unilife's existing debt with OrbiMed.
- Represented the special committee of the Board of Directors of JAVELIN Mortgage Investment Corp. (NYSE: JMI) in a merger agreement in which ARMOUR Residential REIT, Inc. (NYSE: ARR) acquired JAVELIN, and its $900 million of assets, in a tender offer for cash consideration based on 87% of JAVELIN's book value per share.
- Represented CTI Group (Holdings) Inc. (OTC:CTIG) in its $22.5 million sale to Enghouse Systems Limited (TSX: ESL) through its wholly-owned subsidiary, New Acquisitions Corporation.
- Represented Naked Brand Group Inc., an innovative inner fashion and lifestyle brand, in its underwritten public offering and listing on the NASDAQ Capital Market.

honors & awards

- “Rising Star: New York — Metro,” *Super Lawyers®*, 2022

headlines

Mitchell Silberberg & Knupp Announces New Leadership
Business Wire , December 11, 2023

11 MSK Attorneys Named to the 2022 edition of New York Metro *Super Lawyers*
September 29, 2022

MSK Client Netmarble Acquires Kung Fu Factory
February 19, 2021

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

MSK Client Inpixon Closes Oversubscribed Rights Offering with Gross Proceeds of $12M
January 16, 2019

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

MSK Represents HyreCar in Initial Public Offering
June 29, 2018

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

HMNY Increases Stake in MoviePass™ Through Offering of $100M in Convertible Notes
November 13, 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

MSK Represents HMNY in MoviePass Deal
August 17, 2017

MSK Client Ta Chen Acquires Empire Resources
May 11, 2017

media mentions

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

client alerts

SEC Approves Changes to Beneficial Ownership Reporting
MSK Client Alert, October 11, 2023

SEC Approves New Rules for Cybersecurity Disclosure and Incident Reporting
MSK Client Alert, August 3, 2023

SEC Announces Adoption of Amendments to Rule 10b5-1 Insider Trading Plans and Related Disclosures
MSK Client Alert, December 15, 2022

SEC Proposes Shortening the Securities Transaction Settlement Cycle
MSK Client Alert, February 14, 2022

COVID-19 Causes Coverage
MSK Client Alert, March 26, 2020

SEC Sets Course on COVID-19 Disclosure
MSK Client Alert, March 26, 2020

Shareholder Distancing
MSK Client Alert, March 19, 2020

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

Modernizing and Simplifying Disclosure with the FAST Act Mandate
MSK Client Alert, October 17, 2017

Effects of the Shortened T+2 Settlement Cycle
MSK Client Alert, September 13, 2017

Changes From the SEC: Confidentiality is Key
MSK Client Alert, July 10, 2017

events & speaking engagements

How To Do A Regulation A+ Offering (For Non-Lawyers)
August 28, 2019

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Movin' On Up: Navigating the Do's, Dont's and How To's of an Exchange Uplisting
April 1, 2019

"Hollywood Artisanal Distillery"
January 24, 2018

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