

# Business Transactions

The Business Transactions Group at Sideman & Bancroft represents business and charitable entities from inception to dissolution. We advise clients across a full spectrum of business pursuits in the San Francisco Bay Area and throughout the world. We have established particular expertise representing clients in the computer and networking, software, e-commerce, communications, medical device, healthcare, industrial design, consumer products, hospitality, and wine industries. All of our business clients receive focused, senior-level attention.

## AREAS OF CONCENTRATION

### **Mergers and Acquisitions**

Our Business Transactions Group draws upon extensive experience in mergers and acquisitions with a variety of U.S. and international clients, particularly in the technology sector. We represent both acquiring and selling companies, as well as joint venture partners creating new enterprises out of existing complementary businesses. We also represent clients in acquiring assets and lines of business from distressed companies or companies involved in bankruptcy proceedings.

We take a multi-disciplinary approach to each transaction, from negotiating the term sheet through closing. Our teams may include lawyers with intellectual property, environmental, employment, tax, real estate, and litigation experience, depending on the requirements of a specific deal.

### **Company Formation, Counseling and Governance**

The Business Transactions Group advises entrepreneurs with regard to entity selection, entity formation and initial capitalization, tax planning, and agreements among founders. We work closely with Sideman & Bancroft's tax attorneys to provide innovative and practical solutions to an array of complex tax and structuring demands. With assistance from our Intellectual Property Group, we provide guidance on protecting and licensing technology, building and protecting brands, trade secret policies, and registration of copyrights and trademarks.

For more mature companies, we also assist in addressing a broad range of business planning issues such as the analysis and implementation of acquisitions, joint ventures, and other strategic alliances. We help structure the admission of additional equity owners, exit strategy, owner buy-outs, and succession plans.



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**Equity and Debt Financings**

We represent both investors and companies seeking funding in private financing transactions such as angel and seed rounds, venture capital financings, strategic investments, and bridge financings. We regularly advise entrepreneurs on positioning themselves favorably in the venture capital marketplace, and offer proactive strategies for raising capital and negotiating investment documents. We also represent companies obtaining bank and other traditional secured debt financing. We draw on the expertise of our tax and intellectual property attorneys to provide comprehensive practical advice on each transaction.

**Reorganizations**

Our clients sometimes find it necessary or beneficial to reorganize their business entities to achieve business, financial, or tax planning goals. Such restructuring may change the legal status or jurisdiction of the organization or alter its management and governance processes or capital structure. We assist clients in the business and tax planning associated with such restructuring, as well as with the implementation of the new framework.

**Commercial Transactions**

The Business Transactions Group works with clients to shape and document relationships with suppliers, customers, and strategic partners. We draft the documents necessary to create and preserve these relationships, protect our clients' rights, and enhance the value of their businesses. Our advice covers all kinds of commercial agreements, including purchase and supply, marketing, agency and distribution, management arrangements, commercial outsourcing, joint ventures, partnerships, and strategic alliances.

Working closely with our firm's Intellectual Property Group, we draft and negotiate development contracts, licenses, assignments, and other transfers supporting our clients' commercial transactions. We have a deep understanding of the importance of intellectual property as a source of value in structuring joint ventures, strategic partnerships, and other commercial relationships.

**Executive Retention and Compensation**

We produce employment contracts and independent contractor agreements for our business clients and help them decide whether a situation calls for an employee or a contractor relationship. We prepare employee confidentiality agreements and assignments of inventions, copyrighted materials and other intellectual property.

The Business Transactions Group represents private companies in preparing and negotiating compensation agreements for their executives, directors and officers. We prepare plans for stock options, deferred compensation, stock appreciation rights, and other employee benefits. We also advise public and private company executives entering an employment relationship or facing termination, and assist in negotiating their employment and separation agreements, often involving equity ownership interests and carried interests.

**Charitable and Nonprofit Counseling**

Our firm represents a variety of nonprofit organizations, among them public charitable organizations, arts organizations, and private foundations, including family foundations, trade associations, and standard-setting groups. The Business Transactions Group cooperates with the firm's other practice groups to respond to the needs of these entities.

Business representation includes organizational issues such as entity formation, merger of nonprofit corporations, and obtaining federal and state tax exemptions and public charity status. We handle corporate governance matters such as governing board structure, election of the board, relationships among nonprofits, transactions with directors and officers, fundraising, grant making and lobbying restrictions. We also advise nonprofits on employment issues, executive compensation, intellectual property issues and other general business matters.