

Life Sciences

Developing, commercializing, protecting and distributing products are ever-present priorities for life science companies. As they look to take advantage of global scientific breakthroughs, they demand a partner who can help them maximize business opportunities around the world. International law firm ZAG-S&W is that partner.

Life Sciences companies benefit from our real-world understanding of the issues facing medical device, pharmaceutical, biotech, medtech companies, and many more. Within these specialist fields, we advise domestic and international corporations, both public and private, as well as healthcare institutions, universities, private equity investors and financial institutions on all legal aspects relating to their operation, expansion and long-term strategic objectives.

Our immersion in this sector is illustrated by our representation of more than 20 life science companies that are traded on Nasdaq, guiding them through every step of their journey, from the early seed financing to raising money in the capital markets.

From the outset we create innovative strategic agreements, engagements for conducting clinical trials, collaborations with academic institutions, distribution and licensing agreements and intellectual property. We also provide counsel in relation to financing – whether it comes from private equity investment, the banks or capital markets – and support clients in relation to their M&A transactions, going public, tax, real estate, labor, commercial or IP litigation, and much more.

Recent highlights include the creation of inaugural funds investing in the life sciences sector, drafting and negotiating international joint research and development agreements in various medical fields, and negotiating exclusive worldwide licenses.

In this ever-changing global industry, our clients benefit from working with ZAG-S&W, which operates seamlessly across departments and borders, helping life science companies and their investors to take advantage of opportunities and navigate challenges.

Representative Client Work - U.S.A

- Fountain Healthcare Partners Limited in the formation of its inaugural \$125 million Pan-Hiberno fund, which focuses on investments in the life sciences sectors.
- ImmunArray, Ltd., an Israeli company developing a blood test to diagnose early-stage lung cancer, in connection with the negotiation and drafting of a joint research and development agreement with 20/20 GeneSystems Inc., a Maryland-based company focused on the development and commercialization of protein biomarker-based diagnostics.
- Mazor Surgical Technologies, an Israeli medical technology company dedicated to the design, development, manufacturing and marketing of products for the surgical treatment of spinal disorders, in negotiating an exclusive worldwide license with the Cleveland Clinic for an innovative robotic-assisted, percutaneous, interbody spinal fusion.
- A Fortune 500 life sciences company in connection with freedom to operate opinions for antibody-based drug systems.
- A publicly traded life sciences company in a dispute with a French multi-national corporation concerning license supply, marketing and distribution rights for superparamagnetic iron oxide nanoparticles.

Representative Client Work - Israel

- Represented MBCure in its offering of Preferred A shares in a venture capital round of investment in the amount of US \$24 million including completing the drafting of commercial agreements and all other related documents.
- Represented IceCure Medical Ltd. in a right offering of an aggregate amount of US\$2 Million.
- Represented Betalin, drafted and negotiated the structure of the deal and the SPA, reviewed the SPA in Chinese and provided legal advice in its investment round of \$1.5 Million by the Chinese investors as followed: Zhongguancun Translational Medicine Science & Technology Co., Ltd., Chongqing Liangjiang Yuanchuang Translational Medicine Science & Technology Co., Ltd., Beijing BASIBA Biomedical Engineering Science & Technology Development Co., Ltd. and Beijing Jishi Daze Biological Science & Technology Center.
- Represented the Company in a financing round led by several investors, as the American company Becton and the Chinese Investment fund "Forbon". The legal representation included drafting the commercial agreements, comments and all other related documents. As part of the transaction, the company entered into a development agreement with one of the investors that will be funded by "Israel-U.S. Binational Industrial Research and Development" (BIRD).
- Represented and advised Pluristem Therapeutics, Inc. on a firm commitment underwritten public offering of its common stock and warrants. The offering resulted in aggregate gross proceeds to the company of \$17.5 million.
- Represented Ossio Ltd., in an 8 million USD funding round from Ortho Vision, LLC.
- Represented Therapix Biosciences Ltd. in its public offering of 2,000,000 (ADS) at a price of \$6.00 per ADS. In addition, Therapix Biosciences has granted the

underwriters a 45-day over-allotment option to purchase up to 300,000 additional ADS at the public offering price. As a result of the offering, Therapix Biosciences became a fully-listed company.

- Represented Collect Biotechnology in its public offering in the United States, as a result of which, Collect became a dually-listed company. The company is publicly listed on the TASE with a market value of NIS 160 million. As a second procedure in the process, ZAG-S&W represented the company in raising \$8.5 million in its registration of shares to be traded on the NASDAQ in an initial public offering of American Depository Shares (ADS). The underwriters of the offering were Chardan Capital and Rodman & Renshaw.
- Represented DarioHealth Corp. in a private placement on NASDAQ, in an aggregate price of \$5.1 million. The main investor in the private placement was OurCrowd Qure (Israeli Digital Health Specialized Fund). Also represented the company in an additional underwritten public offering of 1,450,000 shares of its common stock at a public offering price of \$3.10 per share. Prices offering of 1,450,000 Shares of Common Stock in amount of approx \$4.5 million.
- Represented and served as U.S. counsel to Medigus Ltd. in a public offering of 979,714 Class A Units and 1,163,144 Class B Units, each ADS has a purchase price per ADS of \$3.50 with the public offering expected to yield gross proceeds of approximately \$7.5 million.

For further information about our Life Sciences practice, please visit our website at www.zag-sw.com or contact:

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