

Mergers & Acquisitions

ZAG-S&W's presence in the U.S., Israel, China and London enables us to seamlessly lead cross-border and domestic M&A transactions. With lawyers on the ground in all locations, we also provide clients with instant access to our connections in the wider business community to drive their business forward and develop new opportunities.

Our Mergers & Acquisitions Group provides clients with a vast range of strategic corporate advice, including advice regarding complex M&A transactions for an extensive roster. The clientele includes public and private companies, buyers, sellers, financial institutions, private equity investors and their portfolio companies, family-owned businesses and start-ups.

Consistently ranked by major legal directories, we combine technical knowledge and commercial skill to help our clients plan, structure, negotiate, draft and complete the transaction, handling all necessary documentation and interactions with the various governmental and other agencies to obtain regulatory clearance.

While supporting clients in closing their transactions, we also advise them in related matters such as shareholder agreements, new business structures, tender offers, tax planning, labor law, intellectual property, real estate, and much more.

We partner closely with clients and their in-house legal departments to develop a thorough understanding of our clients' businesses, how they operate and where they plan to go. This ensures that the right resources are deployed, considering the clients' budget while managing the risk and taking the clients to their destination.

Representative Client Work - U.S.A

- Represented Government Properties Income Trust, a real estate investment trust which primarily owns

properties majority leased to government tenants and office properties in the metropolitan Washington, D.C. market area leased to government and private sector tenants, in its \$1.4 billion acquisition of First Potomac Realty Trust, a self-administered, self-managed real estate investment trust focused on owning, operating, developing and redeveloping office and business park properties in the greater Washington, D.C. region

- Represented Iron Mountain Incorporated, a storage and information management company, in a number of transactions, including its acquisition of Cornerstone Records Management; its \$2 billion acquisition of Australia-based Recall Holdings; its disposition of assets in the United States and Canada required by its acquisition of Recall Holdings Limited; and its \$380 million sale of its online backup and recovery, digital archiving and e-discovery business to Autonomy Corporation
- Represented Senior Housing Properties Trust, a real estate investment trust that owns medical office and life science properties, senior living communities and wellness centers throughout the United States, in its acquisition of 37 senior living properties from CNL Lifestyles, Inc. for an aggregate purchase price of \$762.6 million
- Represented Halo2Cloud, LLC, a leading direct-to-consumer mobile accessories company with an extensive intellectual property portfolio and international operations, in its \$43 million sale to ZAGG Inc. (NASDAQ:ZAGG), a global leader and innovator in accessories and technologies that empower mobile lifestyles
- Represented Eden Rock Communications, developer of a proprietary multi-vendor, multi-technology, centralized self-organizing network, in its sale via merger to Nokia Solutions, a subsidiary of Nokia

Corporation

- Represented a Swedish environmental technology company in its acquisition of a provider of monitoring and filtration systems
- Represented GRT Capital, an investment advisory firm providing active equity management, in its merger with Shepherd Kaplan Krochuk, a Boston-based investment advisory firm providing consulting and investment management services to institutional and private investors
- Advised Pavilion Advisory Group, Inc., a wholly owned U.S. subsidiary of Pavilion Financial Corporation, a Canada-based institutional investment services firm, in its acquisition of Jeffrey Slocum & Associates, a Minnesota-based institutional investment advisory company
- Represented Money in Motion, one of the co-founders of bKash, the leading mobile financial services provider of Bangladesh, in the formation of a strategic partnership with Ant Financial, operator of Alipay, to promote financial inclusion for the unbanked and underbanked communities in Bangladesh
- Represented Wolfe Laboratories, Inc., a leading contract research organization (CRO) that provides integrated pharmaceutical development services for biotechnology and pharmaceutical companies, in the sale of 100% of its stock to Pace Analytical Services, LLC, a portfolio company of Aurora Capital, a west coast private equity firm
- Represented Associates for International Research, Inc., a human resources consulting company, and its major shareholders in the sale of a majority interest to Relo Group, Inc., a Japanese provider of corporate relocation services
- Represented Netwatch Systems, an Irish security services company, in its initial acquisition of a US company
- Represented The Ready Group in its sale to DirectAlert LLC, a portfolio company of HGGC, a private equity firm
- Represented ClickSoftware Technologies Limited, a provider of automated workforce management and optimization solutions for the service industry, in its acquisition of Xora, Inc., a global leader in mobile workforce management
- Represented Locus Energy, one of the largest data management companies in the renewable energy industry, in its acquisition by Genscape, a global leader in energy monitoring data and intelligence
- Represented Diversified Holding Co., a leading international media and events company, in the sale of two television stations and networks throughout the United States
- Represented Onet S.A., a French conglomerate engaged in commercial cleaning, building security and other commercial services, in its acquisition of EPM Holding Company, a Massachusetts corporation engaged in the nuclear power/fire safety business
- Represented Buffet Group S.A., a French company that leads in the manufacture and sale of woodwind instruments, in its acquisition of Verne Q. Powell Flutes, a Massachusetts corporation leading in the manufacture and sale of flutes and piccolos
- Represented The Paciello Group, a company providing software to the visually impaired and those with other disabilities, in its acquisition by VFO, a portfolio company of Vector Capital and the world's leading assistive technology provider for the visually impaired
- Represented Atlantra (f/k/a as N+1 Group), a publicly traded investment bank headquartered in Spain, in its acquisition of C.W. Downer & Co., a Boston-based, independent, global investment bank; this transaction won "Cross-Border Deal of the Year" (Over \$25 million-\$50 million) from *The M&A Advisor* at the 15th Annual

M&A Advisor Awards Gala

- Represented Iron Mountain Incorporated, a storage and information management company, in a number of transactions, including its acquisition of Cornerstone Records Management; its contemplated disposition of assets in the United States and Canada required by its acquisition of Recall Holdings Limited; and its \$380 million sale of its online backup and recovery, digital archiving and e-discovery business to Autonomy Corporation
- Represented Ocean Harbor Insurance Group, an insurance holding company, in its \$134 million sale of the Zephyr Insurance group of companies, a Hawaii-based specialty insurer, to Heritage Insurance Holdings, Inc., of Florida
- Advised InSite Wireless Group, one of the largest privately owned tower and wireless infrastructure companies in the United States, in transactions related to the \$280 million sale of a 42.5% equity interest in the company to Macquarie Infrastructure Partners III, including structuring the investment for REIT compliance, as well as amending a credit facility
- Represented Challengeme Esports GmbH (CME), a provider of one of the most sophisticated eSports matchmaking and tournament platforms, in its acquisition of US-based platform provider, eSports Hero Inc. Also advised CME in connection with a strategic investment in the company by eSports Mogul (ESM), an ASX-listed eSports media company, as well as a multi-year licensing agreement with ESM for the Asia-Pacific region
- Represented GreenBytes, Inc., a Rhode Island based provider of data compression and management technology with domain expertise in the areas of deduplication, replication, and virtualization, in its sale to Oracle Corporation
- Represented Late July Snacks LLC, a leader in organic and non-GMO snacks, in the sale of 80% of its equity

interests to Snyder's-Lance, Inc., a publicly traded snack foods company

- Represented York Capital Management, an employee-owned hedge fund sponsor and its subsidiary, Entropy Investment Management, a specialty energy investment and management company, in the \$50 million sale of two anaerobic digester facilities

Representative Client Work - Israel

- Represented Alcobra Pharma Ltd. in a unique transaction also known as a Reverse IPO, which is done by way of a private placement. In a Reverse IPO, the control over the parent company (in our case, Alcobra) is changed and held by the shareholders of target (in our case, Arcturus). This structure maintains the listing of Alcobra Pharma Ltd. with NASDAQ. Having the transactions structured as a private placement allows for a quick closing process.
- Represented a company in securing two large investments. The company recently received two large investments in the aggregate amount of US\$12 million from Zhejiang Drove Technology, a smart tourism company, the first at the end of 2017 and the second in the first half of 2018.
- Represented in all legal aspects and pertinent agreements Israel's LR Group, an international project development company, and China's Weifang HaoYe Agriculture Development Co., Ltd, are jointly establishing Sino - Israel Equity Joint Venture in Shandong. The purpose of the joint venture is to promote agricultural innovation, and to establish China's first "Moshav" model.
- Represented Rimoni Industries Ltd. In the transaction for purchasing 100% of the business activity and shares of "Shiran Engineering (R&D) Ltd." Including total shares of Metal Plast Engineering (M.P.E.).
- Represented Biomx in its acquisition of the private

Israeli company, RondinX Ltd. The specific transaction structure was a share purchase agreement, whereby BiomX Ltd. acquired RondinX Ltd. in exchange for equity in BiomX Ltd. The ZAG-S&W team facilitated the acquisition by drafting the pertinent term sheet and preparing the required transaction document.

- Represented Insuline Medical Ltd (“Insuline”) in a merger acquisition by Yaad Sihan Projects Management and Entrepreneurship Ltd (“Yaad Sihan”), a private company involved in the non-bank loans field and in the bio-med field (the “Transaction”).

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

Oded Har-Even
Tel: +1 212 660 5002
Email: ohareven@zag-sw.com

Shy Baranov
Tel: +972 3 7955580
Email: sbaranov@zag-sw.com

Eran Ben-Dor
Tel: +972 3 7955522
Email: eranb@zag-sw.co.il

Lewis N. Segall
Tel: +1 617 338 2807
Email: lsegall@zag-sw.com

Carol G. Wolff
Tel: +1 617 338 2877
Email: cwolff@zag-sw.com

Scott L. Kaufman
Tel: +1 212 660 3026
Email: skaufman@zag-sw.com