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Mergers and Acquisitions

2015 REPRESENTATIVE TRANSACTIONS

M&A from A to Z.

Blue Shield of California
Acquisition of Care1st Health Plan

$1.2 billion

Counsel to Buyer
October 2015

Capital One Bank, N.A.
Sale of Assets to Vantiv, L.P.

Counsel to Seller
June 2015

Covenant Care
Acquisition of Focus
Healthcare Holdings

Counsel to Buyer
March 2015

Cover Design, Inc.
Sale of Johnny Was Clothing Brand

Counsel to Seller
August 2015

Danmer Inc.
Sale to a Private Equity Fund

Counsel to Seller
February 2015

Del Taco LLC
Sale of Certain Assets

Counsel to Seller
December 2015

Digital Turbine
Acquisition of Appia

$100 million

Securities Counsel to Buyer
March 2015

Finance and Thrift Financial Services
Sale to Pan American Bank

Counsel to Seller
August 2015

Focus Business Bank
Sale to Heritage Commerce Corp.

$54.8 million

Counsel to Seller
August 2015

Hongfa Holdings U.S. Inc.
Acquisition of KG Technologies

Counsel to Buyer
June 2015

Houlihan Lokey
Acquisition of MESA Securities Inc.

Counsel to Buyer
June 2015

InvaGen Pharmaceuticals
Sale to Cipla

$550 million

Counsel to Seller
February 2016

Kate Somerville Skin Care
Sale to Unilever

Counsel to Seller
May 2015

MANN+HUMMEL
Acquisition of Affinia Group

Counsel to Buyer
May 2015

Pacific Rim Bank
Merger With First Foundation Bank

$11.8 million

Counsel to Pacific Rim Bank
June 2015

Parcel Pro
Sale to UPS Capital

Counsel to Seller
June 2015

PartsChannel
Sale to LKQ Corporation

Counsel to Seller
July 2015

Plumas Bank
Acquisition of Branch from
Rabobank N.A.

Counsel to Buyer
July 2015

ProAmérica Bank
Cash Election Merger With
Pacific Commerce Bank

$30 million

Counsel to ProAmérica Bank
December 2015

Relias Learning
Acquisition of RediLearning

Counsel to Buyer
November 2015

Sisters of Charity of Leavenworth Health System
Acquisition of Platte Valley
Medical Center

Counsel to Buyer
July 2015

Stamps.com
Acquisition of Endicia

$215 million

Counsel to Buyer
November 2015

Tri Counties Bank
Acquisition of Three Bank of America
Corp. Branches

$50 million

Counsel to Buyer
March 2016

Zeta Interactive
Acquisition of eBay Enterprise's
CRM Divison

Counsel to Buyer
November 2015

Financial Advisor Experience

Home Properties
Sale to Lone Star Funds

$7.6 billion

Counsel to Seller's Financial Advisor,
Houlihan Lokey
October 2015

National Penn Bancshares, Inc.
Sale to BB&T Corp.

$1.8 billion

Counsel to Seller's Financial Advisor,
Sandler O'Neill + Partners, L.P.
August 2015

NeuStar Inc.
Acquisition of Transaction Network Services Inc.

$220 million

Counsel to Buyer's Financial Advisor,
Houlihan Lokey
December 2015

Oneida Financial Corp.
Sale to Community Bank System Inc.

$142 million

Counsel to Seller's Financial Advisor,
Keefe, Bruyette & Woods
December 2015

Patriot Bancshares
Sale to Green Bancorp Inc.

$139 million

Counsel to Seller's Financial Advisor,
Keefe, Bruyette & Woods
October 2015

PennantPark Floating Rate Capital Ltd.
Acquisition of MCG Capital Corp.

$175 million

Counsel to Buyer's Financial Advisor,
Keefe, Bruyette & Woods
August 2015

Wilshire Bancorp
Sale to BBCN Bancorp Inc.

$1 billion

Counsel to Seller's Financial Advisor,
Sandler O'Neill + Partners, L.P.
Announced December 2015

Yadkin Financial Corp.
Acquisition of NewBridge Bancorp

$456 million

Counsel to Buyer's Financial Advisor,
Keefe, Bruyette & Woods
March 2016

Financial Advisors

Financial advisors' fairness opinions—long a staple of the public company M&A process—have increasingly become a focal point of shareholder litigation. Ensuring the quality of those opinions is now critically important.

Our attorneys represent investment bankers and other financial advisors in a wide range of corporate M&A deals. When our financial advisor clients issue fairness opinions to corporate boards of directors, we serve as their close advisor to make sure their work product can stand up to the intense scrutiny so prevalent in transactions today.

We also counsel financial advisors on the preparation of engagement letters, board representations, dealer-manager agreements, and disclosure issues relating to fairness opinions and related matters. They rely on us to provide sound legal advice—based on broad experience—in all types of M&A deals.

Mergers and Acquisitions

The business world is going through unprecedented convergence and consolidation. We work on both sides of mergers and acquisitions, helping strategic and financial buyers to achieve their goals for growth and sellers to maximize returns on the most favorable terms possible.

Climate of change

Today's M&A environment is more competitive than ever. With more opportunity comes more complexity. From scrutinizing multifaceted, nuanced acquisition opportunities to identifying the best time for an exit, we help you see through the fog of competitive bidders and regulatory obstacles to a clear strategic vision and confident decision making.

The right moves at the right time

At Manatt, you get the deep M&A experience and broad ancillary and regulatory expertise of a large national firm with the attention, responsiveness and flexibility of a boutique practice. We customize your deal team to suit the needs of any transaction—from multinational acquisitions requiring deep international tax, antitrust and regulatory expertise, to sales of family businesses requiring a smaller team of M&A and wealth management strategists.

Whatever your situation, you need a commercially minded legal partner who gets your business, your goals and the company-specific sensitivities that will guide your deals to success.

Gaining a profound understanding of your goals, we apply the right combination of business judgment and legal dexterity to help you move fast and make the most of every opportunity. We bring our industry knowledge and regulatory expertise to bear on every recommendation we make, focusing positively on solutions. We also consciously avoid over-lawyering—our job is to get the job done, intelligently and efficiently, to keep your business moving forward.

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SERVICES:

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