

WE HAVE SUBSTANTIAL EXPERIENCE IN BUSINESS TRANSACTIONS, CONTRACTS AND CORPORATE FINANCE MATTERS.

Clients come to us seeking legal counsel during all stages of their businesses' growth. We counsel on the formation of your business and help you select an appropriate entity to help your business grow.

It is crucial for the ongoing success of a business to define the relationships among owners (corporate shareholders, LLC members, general and limited partners), directors and business partners. To avoid future disputes, we can guide you through all corporate governance related matters from the start.

For clients who are looking to expand their business via mergers and acquisitions, we negotiate and draft all transaction documents, financing arrangements and due diligence for share and asset purchases. We work directly with financing sources in order to structure arrangements to minimize the chance of surprises.

BUSINESS FORMATIONS

Advise on entity choice considerations. Form corporations, LLCs, limited partnerships, limited liability partnerships, joint venture agreements.

Prepare, file, amend articles, and organizational documents, including bylaws, operating agreements, founders' stock purchase, equity vesting, and stock option agreements, assignments of intellectual property rights.

When a company seeks venture capital, for example, its organizational documents may need to be revised to provide for special rights, preferences and privileges of the securities that will be issued in exchange for the new, external capital investment. Additional provisions may concern dividend rights, liquidation preference, redemption rights, conversion rights, anti-dilution rights and voting rights.

ASSET, STOCK SALES AND PURCHASES

Counsel buyers and sellers regarding asset vs. stock transaction structure, liability and tax considerations. Perform practical risk assessment of target's business, outside of deal papers. Prepare transaction documents in sale of control, and division and subsidiary transactions.

MERGERS & ACQUISITIONS

Focus is on the value drivers of target's business, including evaluating intellectual property rights. Represent both buy and sell sides in forward and reverse mergers, business combinations, strategic alliances and joint ventures. Prepare deal documents with emphasis on specialized representations and covenants tailored to client's business.

- Prepare term sheets, letters of intent
- Prepare asset purchase agreements, stock purchase agreements, merger agreements and related agreements, including non-competition, non-solicitation, employment agreements
- Create subsidiary entities to consummate merger transaction

REORGANIZATIONS

Advise on strategic and tax considerations. Negotiate and document debt and equity Recapitalizations and reclassifications. Represent borrowers and lenders in related financings.

BOOTSTRAP; ANGEL; VENTURE CAPITAL; MEZZANINE FINANCING

Represent founders, companies, and seed and Angel investors in pre-Series A preferred equity structuring, and companies and Venture Capital firms in term sheet negotiations, follow-on preferred series investment structure. Advise, structure and negotiate private equity, mezzanine (subordinated convertible debt) financings, and bridge loans.

VENTURE CAPITAL AND PRIVATE EQUITY FUNDS

Counsel regarding formation, capitalization, and operation

- Advise regarding entity selection; formation
- Draft management, compensation agreements
- Counsel regarding allocation structure, distributions, return of capital contributions
- Prepare capital raising offering memorandum, accredited investor questionnaires; subscription agreements
- Advise regarding application and exemptions from Investment Company Act of 1940, and Investment Advisers Act of 1940

U.S. SMALL BUSINESS ADMINISTRATION GUARANTEED LOANS

Represent loan applicants and borrowers before lenders and SBA in connection with eligibility requirements and conditions of SBA guaranteed Section 7(a) loans, and in loan renegotiations.

YOUR BENEFITS

We share a common goal: creating certainty for your business and business relationships. Based on our experience with all sizes of organizations – ranging from start-ups to middle-market companies – and structures such as corporations, LLCs, limited partnerships, limited liability partnerships, joint ventures, you find in us the right partner to help you plan for the unexpected. As a client you can further benefit from our relationship with attorneys and law firms specializing in other practice areas should the need arise.

Tevislaw provides a range of Securities, Technology, Business and Franchise law transactional, IP prosecution and compliance services. For more information about the services, please visit tevislaw.com.