



## Start-Ups PRACTICES

### OVERVIEW

Without strategic and experienced guidance, even the best ideas of entrepreneurs and innovators may not get off the ground. Discoverers and inventors who are experts in science or technology are not typically as experienced with business or legal issues, so we are here to help them succeed. With our longstanding experience providing entrepreneurial services and guiding start-ups, small businesses, emerging growth companies and venture-backed companies, our entrepreneur clients can focus on their ideas and be confident that the corporate foundation is built on solid ground. Our start-up lawyers complement management by acting as strategic legal advisors to our client's leadership team through each stage of a private company's growth.

Under the leadership of Merrill M. Mason, the corporate attorneys in our Start-Ups practice group offer sophisticated legal advice and counsel clients in every stage of forming, growing and divesting their innovative companies. Additionally, we assist our start-up and emerging growth clients by leveraging our network to connect them with the people and resources they need. As the largest law firm headquartered in Raleigh, North Carolina and servicing clients in North Carolina's renowned Research Triangle region and beyond, we support our clients with an interdisciplinary approach offering a complete menu of other legal services as their companies grow and prosper including company formation; angel, venture capital, debt, mezzanine and private-equity financings; alternative financings, including Regulation A and crowdfunding; buy and sell-side mergers and acquisitions; initial and secondary public offerings; recapitalizations; employment; and equity compensation structuring. We also assist our clients with other corporate law and governance, contract, intellectual property, corporate finance, tax, regulatory and securities compliance matters.

Our start-up and emerging growth clients include companies specializing in technology, life sciences, software, drug discovery, mobile applications, healthcare, medical devices, distribution and professional services, as well as angel funds and a start-up accelerator. Whether you are a professor with a patent, an individual with a new invention, or an undergraduate with a brilliant idea, we can help clear the path, freeing you to apply your energy to succeeding on your own merit and your own terms.

### SERVICES

- Corporate formation, structuring and governance
- Initial organizational documents
- Start-up ecosystem access
- Seed, angel, venture capital, debt, mezzanine and private-equity financings
- Recapitalizations
- Initial and secondary public offerings
- Corporate finance

- Regulatory and securities compliance
- General corporate contracting
- Mergers and acquisitions
- Intellectual property planning, protection, contracting and licensing
- Equity compensation planning and administration, including stock options
- Employment and non-competition agreements
- Strategic alliances and joint ventures
- Crowdfunding
- Tax strategies and counseling

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## EXPERIENCE

- \$200,000,000 acquisition of our medical device client by a private equity-backed acquirer
- \$60,000,000 reverse triangular merger of our pharmaceutical client into a public company
- \$93,000,000 acquisition by a merger of our IT client to a private equity firm
- Negotiated \$191,000,000 license agreement by our life sciences client to an international pharmaceutical company
- Negotiated \$500,000 development agreement and convertible promissory note financing for our technology client with an independent, not-for-profit organization focusing on investment into technologies servicing the U.S. intelligence community
- Research collaboration agreement for our life sciences client with an international, not-for-profit global health organization
- \$2,250,000 angel fund formation
- Financings on behalf of our start-up accelerator client and organization document creation for companies participating in the program
- \$30,800,000 term loan and line of credit with a bank and stock sale to an employee stock ownership plan for our IT client
- \$7,200,000 supply agreement and manufacturing rights option with a Japanese corporation for our IT client
- \$5,000,000 Regulation A offering for our peer-to-peer lending client and first issuer to complete the coordinated process for state-level review by the NASAA
- \$2,000,000 distribution agreement and convertible note financing for our life sciences client to a leading Japanese medical device company

## PROFESSIONALS

Joshua M. Diver

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## RELATED AREAS

Commercial Contracts

Corporate Governance

Intellectual Property

Mergers and Acquisitions

Private Equity

Public Companies

Technology Transactions

Venture Capital

