

Private Equity/Emerging Companies Group

Backed by a firm of more than 175 lawyers located in Boston, New York and Washington, D.C., our private equity/emerging companies representing emerging growth companies, entrepreneurs, venture capital funds and private equity firms on a wide range of matters. Our size and philosophy uniquely position us to deliver a small-firm feel with large-firm expertise.

The broad and deep experience of our attorneys enables us to help our clients form business strategy, not just attend to legal issues. We view our client relationships as partnerships—we work together to accomplish business goals efficiently and effectively. We strive to act as a catalyst and a value-added part of the team, and not as a scribe or a naysayer. All of our clients receive our full attention at the highest levels, yet we take great pains to staff deals leanly, work efficiently and never reinvent the wheel or give our clients unnecessary paperwork when providing advice. Our clients expect clear, cogent, creative, concise answers, and that's what we deliver.

We ardently support a team-based approach to client representation. This assures our clients ready access to attorneys familiar with their businesses, fosters continuity in the working relationship and enhances efficiency. We assemble tailor-made teams that include attorneys in each area of expertise necessary for effective representation of our clients, whether that be corporate/securities, tax, employment, benefits/executive compensation areas or technology/intellectual property areas. On an as-needed basis, we call upon our litigators, banking lawyers, real estate lawyers and others.

We have executed our proven service model in successful representations of investors and emerging growth companies across the country and around the world, including South America, Europe, the Middle East and Asia. Our joint venture with a leading Israeli law firm, Zysman Aharoni Gayer & Co., is the first of its kind between a U.S.-based law firm and an Israeli-based law firm. The joint venture leverages the high tech and corporate/securities law expertise of both organizations and creates a seamless legal pipeline for new and existing clients in both regions. Through the ZAG/S&W joint venture, we have instant access to companies and technologies in a country that has a long history of successful venture-backed high tech products and services and attracts millions in venture capital.

PRIVATE EQUITY AND VENTURE CAPITAL INVESTORS

We represent a spectrum of private equity investors from angels to venture capital firms, growth capital investors, mezzanine investors and leveraged buyout firms. We have helped investors raise and invest billions of dollars. Our hallmark is pragmatic business advice coupled with insightful legal guidance across the full range of investment issues. In addition to working with investors on their portfolio company investments and fund formation matters, we regularly advise institutions making investments in private equity funds and have negotiated investment terms with scores of private equity firms located throughout the world. We pride ourselves in rolling up our sleeves to delve into our clients' businesses, whether that manifests itself as structuring tax-efficient investments; understanding a portfolio company's business, industry and intellectual property portfolio; negotiating advantageous deal terms that maintain management's incentive; or simply getting deals closed.

And as a by-product of our extensive connections in private equity and venture capital, especially in Boston, New York and Israel, we are a source of deal flow to our clients. We also introduce investors to each other and to potential corporate partners, resulting in co-investment and strategic relationships, and further extending their deal flow pipeline.

EMERGING COMPANIES

Drawing on business acumen based on years of experience and countless transactions, our attorneys understand an emerging growth company's business needs and constraints, and act as partners in growth with our clients. Sound business advice, not legal basics, is why entrepreneurs look to us for representation, and is what differentiates top emerging company lawyers. We have faced virtually every issue that a young company has faced, and are able to pass along the benefit of that experience to our emerging company clients. Whether the issue involves a recalcitrant ex-employee, a potential strategic alliance, a thorny tax issue, a problem with stock options, the threat of litigation or a liquidity event, we have been there before.



Private Equity/Emerging Companies Group

Today's bootstrapped start-up is tomorrow's Microsoft or Cisco. For this reason, we take seriously our commitment to our emerging company clients. This dedication, coupled with available communications technology, enables us to actively engage with our clients on a 24/7 basis, anywhere in the world. We are there when they need us.

An integral part of working with young companies and being part of their team is being efficient and conscientious about human and financial resources. And we believe in taking a risk along with our start-up clients. What does this mean? It means that we will invest time and energy into understanding the business of potential clients before making a commitment to them. Once we agree to represent a company, we will work to maximize efficiencies and provide cost-effective solutions to business and legal issues. Our team approach enhances flexibility and directs projects to attorneys whose experience and expertise are most appropriate for any task.

Of course, in addition to serving as business partners, our attorneys provide at the highest levels the corporate, securities, tax, compensation and benefits and intellectual property legal expertise that an emerging growth company will need throughout its life cycle. We have helped companies grow at every phase, from start-up to profitability to public company. Our representation of start-up businesses includes

reviewing business plans and meeting with founders; identifying and introducing sources of debt and equity financings, collaboration partners, qualified candidates for management positions and outside consultants; mediating and documenting relationships among founders; navigating complex immigration matters; structuring the transfer and protection of intellectual property; providing guidance on the formation of an effective board of directors, as well as strategic advice at board meetings; and advising on the establishment of equity incentives and the allocation of equity among management and investors.

As our clients mature, we help negotiate licenses of intellectual property; document joint ventures, alliances and other relationships; lease real estate and equipment; assist with wealth and estate planning; resolve disputes; counsel on growth by acquisition strategies and advise on all types of financing strategies and liquidity events, including Rule 144A, Regulation S placements, ESOPs and PIPEs. Whether through a merger, acquisition or initial public offering, we have helped many successful clients realize the fruit of their labors. We have represented clients in mergers, acquisitions and consolidations, both public and private, in transactions valued at less than a million dollars to greater than \$10 billion, and we have guided clients, both domestic and foreign, through initial public offerings and follow-on offerings on all of the major stock exchanges.

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For further information about our Private Equity/Emerging Companies practice group, please call 617 338 2800. We look forward to working with you.