



Our team of legal consultants works hand-in-glove, as an extension of our client's GC and legal staff, providing "peripheral deal vision" to assist in protecting our client's interests.

Atlanta - Boston - Chicago
Dallas - Detroit - Houston
Los Angeles - Miami
New York - Philadelphia
Phoenix - San Francisco

Legal Coordination

The acquiring company's General Counsel (GC) is responsible for shepherding M&A transactions and addressing the many legal issues that will arise. Depending upon the size of the transaction, the GC may also be responsible for managing the outside counsel that would be retained in connection with potential M&A transactions.

An extension of our clients' General Counsel's in-house teams

The acquiring company's General Counsel is essential to the success of M&A transactions. Together, the buyer's CEO, CFO, and GC are the strategic deal leaders. The GC will be responsible for various aspects of the transaction ranging from securing all necessary regulatory approvals, drafting the documents and closing the transaction, while serving as the quarterback for the legal team which may consist of numerous attorneys representing both sides of the transaction.

Example Issues to address with outside M&A counsel:

- **Chain of Command** – Review the chain of command and from whom outside counsel should be taking direction.
- **Conflict Resolution** – Confirm that the law firm has cleared potential conflicts with third parties, as well as each director and officer of the company.
- **Additional Counsel** - Understand whether the law firm will need to draw upon additional legal resources from outside their firm (local counsel, regulatory counsel, international counsel, etc.)
- **Timing** – Explain the timing issues relative to negotiations, board, and other internal approvals, signing of definitive agreements, transaction closing, etc.
- **Risks** – Review legal and business risks to the company of pursuing the transaction, especially relative to potential litigation.
- **Transaction Structure** – Review how the various transaction structures being considered may affect the timing of closing the deal.
- **SEC Filings** – Review whether in-house counsel or outside counsel will be responsible for preparing initial drafts of proxy statements, tender offer documents, and SEC documents.

Given the myriad of logistical, legal and other work involved from the acquirer's standpoint of an M&A transaction, our team of legal consultants can be of significant assistance in shepherding the partnering of in-house counsel and other colleagues with outside M&A counsel to coordinate the responsibilities, expectations, goals and objectives for the transaction.