



**K&L GATES**

**2020 GLOBAL CORPORATE PRACTICE**  
Transaction Highlights

# CORPORATE PRACTICE OVERVIEW

As a **GLOBALLY INTEGRATED FIRM** with a **SOLUTIONS DRIVEN CORPORATE PRACTICE**, we are committed to providing pragmatic legal advice to enhance our clients' businesses in today's increasingly globalized economy.

Serving as primary outside legal counsel to a multitude of growing and middle market enterprises, we are **AT THE FOREFRONT OF THE ISSUES AFFECTING OUR CLIENTS** across myriad industries, including Technology, Financial Services, Manufacturing & Industrials, Energy, Health Care, and Transportation & Logistics.

Our highly responsive, collaborative team seamlessly delivers **FULL-SERVICE CORPORATE COUNSEL TO CLIENTS LOCALLY, NATIONALLY, AND GLOBALLY**. Counseling on day-to-day operational issues gives us first-hand knowledge of our clients' businesses and what is important to them when it comes to helping them structure, finance, and successfully complete domestic and cross-border transactions.

Our deep appreciation for our clients' concerns, challenges, and business objectives, matched with our **UNSURPASSED FOCUS ON COLLABORATION AND INDUSTRY EXPERIENCE**, is what sets our corporate team apart.

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## INDUSTRY SPOTLIGHT

# STRATEGIC INVESTMENT TO DRIVE INNOVATION

K&L Gates advised **Microsoft** in connection with its US\$1 billion equity investment in OpenAI, a company striving to develop secure, trustworthy and ethical artificial general intelligence to serve the public. With the investment, Microsoft and OpenAI have partnered to focus on building a platform that OpenAI will use to create new AI technologies and deliver on the promise of artificial general intelligence.

K&L Gates also represented Microsoft's subsidiary GitHub, in its acquisition of Semmler, a code analysis platform that helps developers and security researchers discover potential vulnerabilities in their code. Semmler's platform takes a lot of the manual work out of testing and instead allows users to test their code via their analysis engine.

# TECHNOLOGY HIGHLIGHTS



Akoustis  
Technologies, Inc.  
(Nasdaq: AKTS)  
Underwritten public offering of  
its common stock



AltaReturn  
Acquisition by Vista  
Equity Partners



Arena Holdings  
Management LLC  
Series C Financing  
in Celonis SE



Barn2Door, Inc.  
Series A financing



Blue Hat Interactive  
Entertainment  
Technology  
Initial public offering



Smartly, Inc. d/b/a  
Bonus.ly  
Series Seed-2  
Preferred Stock Financing



Capitala Group  
Acquisition of  
VisionPoint Marketing



Capitala Group  
Acquisition of Source Support  
Services, Inc.



Citicorp International  
Limited  
Issue of US\$1,050,000,000 2.00%  
Convertible Senior Notes due  
2025 iQIYI, Inc.



Citicorp International  
Limited  
Offering of US\$1 billion of  
Convertible Notes by YY Inc.



Confluence  
Technologies, Inc.  
Acquisition of StatPro by way of  
Scheme of Arrangement pursuant to  
the UK Takeover Code



Deako, Inc.  
Bridge financing



Deako, Inc.  
Venture debt financing with lender  
Columbia Pacific Group



Edge Delta, Inc.  
Series Seed Financing



ePlus, Inc.  
Acquisition of SLAIT  
Consulting, LLC



Erie Street Capital, LLC  
Acquisition (together with its  
acquisition partner PSP Capital  
Partners) of 3Q Digital



FarEastone  
Telecommunications  
Co., Ltd.  
(TPE: 4904)  
Investment in TBCASoft Inc.



Fuel Games Pty Ltd  
US\$15m series A financing



















King River Capital  
Series B Preferred  
Stock Financing of Osaro, Inc.



LBN Co Pty Ltd  
Sale to Uniti Wireless  
(ASX:UWL)

# TECHNOLOGY HIGHLIGHTS

 <p>Lightwave Logic, Inc. Equity line of shares of its common stock</p>	 <p>Limeade, Inc. (ASX:LME) Initial Public Offering</p>	 <p>Manufacturing Integration Technology Ltd Share purchase agreement</p>	 <p>Mavenlink Series E financing</p>
 <p>Microsoft Corporation Equity Investment in OpenAI LP</p>	 <p>Microsoft Corporation (Nasdaq: MSFT) GitHub Inc.'s acquisition of Semmler Inc.</p>	 <p>Microsoft Corporation (Nasdaq: MSFT) Follow-on investment in the Series F Preferred Stock financing of Databricks, Inc.</p>	 <p>Misapplied Sciences, Inc. Series A Preferred Stock Financing</p>
 <p>MMODAL, INC. d/b/a M*Moda Assisted with separation and restructuring prior to sale</p>	 <p>Momentum Learning, Inc. Series A preferred stock financing</p>	<p>MXLG INTERMEDIATE HOLDINGS LIMITED A Joint Venture Between MXC Capital &amp; Liberty Global Acquisition of 365 ITMS Limited</p>	 <p>Onwatch Pty Limited Advised on sale to Threat Protect Limited</p>
 <p>OPENetworks Pty Ltd Sale of OPENetworks to Uniti Wireless</p>	 <p>QualTek USA, LLC Acquisition of Vinculum, LLC</p>	 <p>QualTek USA, LLC Acquisition of Aerial Wireless Services, LLC</p>	 <p>QualTek USA, LLC Acquisition of Vertical Limit Construction LLC</p>
 <p>Red Ventures Holdco, LP Acquisition of HigherEducation.com</p>			

The background of the image is a complex, abstract composition. It features a dense grid of glowing orange and yellow binary digits (0s and 1s) that appear to be floating or flowing over a dark, metallic surface. This surface is covered with intricate circuitry, including various connectors, ports, and traces, suggesting a high-tech or data center environment. The lighting is dramatic, with strong highlights and deep shadows, creating a sense of depth and technological sophistication.

According to ***LEGAL 500***,  
the corporate practice has  
**“PARTICULAR DEAL STRENGTH**  
in FinTech and financial services,  
emerging companies, technology,  
healthcare and life sciences, along  
with advanced manufacturing, energy,  
infrastructure and natural resources,  
and transportation and logistics.”

# FINANCIAL SERVICES

## INDUSTRY SPOTLIGHT DEAL TAKES COMPANY TO THE CLOUD

K&L Gates advised **Confluence Technologies, Inc.**, a global leader in software for investment data management automation, on its acquisition by way of Scheme of Arrangement under the UK Takeover Code of the entire issued and to-be-issued ordinary share capital of StatPro Group plc in exchange for approximately £161.1 million in cash. StatPro Group, a publicly traded company on the London Stock Exchange, is a global provider of cloud-based analytics and data management tools for the asset management industry.

This transaction brought together two highly complementary businesses to create a leading supplier of front, middle, and back-office solutions to asset managers and administrators, and accelerated Confluence's plans to migrate its offerings into innovative, cloud-based platforms.

Lawyers from K&L Gates' London and Pittsburgh offices delivered strategic and practical advice during this intense engagement.

# FINANCIAL SERVICES HIGHLIGHTS



Bar Harbor Bankshares  
(NYSE AMERICAN: BHB)  
Subordinated Debt Offering



Citicorp International  
Limited  
Issue of US\$200,000,000 7.75%  
Guaranteed Senior Notes due 2021  
by Mei Nian Investment Limited.



Citicorp International  
Limited  
Shelf registration for the  
issue of Senior Notes by  
Nomura Holdings Inc.



Citicorp International  
Limited  
Regulation S offering by Hejun  
Shunze Investment Co. Limited  
of US\$330 million in aggregate  
principal amount of 12.0%  
senior notes due 2021.



Citicorp International  
Limited  
Re-opening of the 12% Senior  
notes due 2021 (the Notes) of Hejun  
Shunze Investment Co.  
Limited for a further issue of  
US\$220 million of Notes.



First Data Corporation  
Joint venture with Allied Irish Bank  
Plc to acquire Payzone



Sale and related joint venture  
involving Hong Kong and  
Chinese companies



Corporate restructure and Series A  
investment by GFC Global Founders  
Capital



Mirae Asset Global  
Investments Co Ltd.  
Represented in Amundi Asset  
Management



National Securities  
Corporation  
Private Placement Transaction



Pennybacker Capital, LLC  
Sale of a minority interest to Pacific  
Current Group Limited and Kudu  
Investment Management



PrimaryMarkets Limited  
Merger with Lingto, Inc.



Selfwealth Limited  
Private placement and  
public rights offering



TAX SYSTEMS

Tax Systems plc  
Public to Private Takeover by  
Bowmark Capital



Wesbanco, Inc.  
(Nasdaq: WSBC)  
Acquired Old Line Bancshares, Inc.  
& Old Line Bank



Yuanta Securities  
(Hong Kong) Co. Ltd.  
Regulation S offering of global  
depository shares by Bizlink Holding  
Inc. and listing on Euro MTF market  
of Luxembourg Stock Exchange



Yuanta Securities  
(Hong Kong) Co. Ltd.  
Regulation S offering of global  
zero coupon convertible bonds by  
Bizlink Holding Inc.



zenledger

ZenLedger, Inc.  
Preferred stock financing

# MANUFACTURING & INDUSTRIALS

## INDUSTRY SPOTLIGHT

# €2.25 BILLION RESTRUCTURING RESOLVES YEARS-LONG LITIGATION

A global team of 70 K&L Gates lawyers throughout the United States and Europe advised **Howard M. Meyers, RSR Corporation, Quexco Incorporated,** and certain affiliates in relation to EB Holdings II, Inc.'s €2.25 billion PIK loan restructuring. EB Holdings II is the majority shareholder of Eco-Bat Technologies Limited, the largest producer and recycler of lead metals globally.

Our team served as lead corporate, finance, and tax counsel to Howard M. Meyers, RSR Corporation, Quexco Incorporated, and certain affiliates on the transactions to effect the complete restructuring of their respective affiliate EB Holdings II's outstanding debt obligations.

The restructuring was a protracted, highly contentious effort, involving a debt for equity restructuring, as well as a series of complex internal restructurings and M&A transactions. An ad hoc committee of lenders commenced litigation under the PIK Loan in August 2016, and the parties ultimately reached an agreement in principle in August 2018 to undergo the restructuring and settle the litigation. The restructuring was publicly announced in July 2019. In the fall of 2019, a federal bankruptcy court approved the pre-packaged bankruptcy plan, which was also supported by more than 95 percent of the lenders.

# MANUFACTURING & INDUSTRIALS HIGHLIGHTS



Advanced Diamond Technologies  
Sale to John Crane, Inc.



TDY Industries LLC, a subsidiary of Allegheny Technologies Incorporated  
Sale of closed-die forging business conducted in Portland, IN and Lebanon, KY to Wynnchurch Capital, LLC



Allegheny Technologies Incorporated  
(NYSE: ATI)  
Public offering of 5.875% senior notes



Benson Hill, Inc.  
Closings of the sale of Series C-1 Preferred Stock

**BOCOM INTERNATIONAL (ASIA) LIMITED AS THE SPONSOR OF ANALOGUE HOLDINGS LIMITED**

IPO on the Main Board of Hong Kong Stock Exchange



Canfor Southern Pine, Inc.  
Acquisition of Elliott Sawmilling Co., LLC



CAROUSEL CAPITAL

Carousel Capital Partners V, L.P.  
Recapitalization of ProcessBarron

**CHINA PENGFEI GROUP LIMITED**

IPO on the Main Board of Hong Kong Stock Exchange



D. D. Williamson & Co.  
Acquisition of DuPont's natural colours business



GreatBanc Trust Company  
Sale of STV Group, Incorporated to a subsidiary of TPO Venture Partners, LLC



Kaman Corporation  
(NYSE: KAMN)  
Sale of the company's distribution segment to Littlejohn & Co., LLC



Keyline S.p.A.  
Acquisition of Adax AB, Sweden



Keyline S.p.A.  
Acquisition of Luso-Chav, Portugal



KGI Asia Limited  
Represented KGI Asia Limited as sole lead manager and bookrunner to FLEXium Interconnect, Inc. on its global zero coupon convertible bonds



Koppers  
(NYSE: KOP)  
Sale of equity interests to Fangda Carbon New Material Co., Ltd. and C-Chem Co., Ltd



MinebeaMitsumi Technology Center Europe GmbH  
Acquisition of Mast Kunststoffe GmbH & Co.



Motion & Flow Control Products, Inc.  
Acquisition of Hose & Fittings, Etc.



PPG Industries, Inc.  
(NYSE: PPG)  
Public Debt Offering & Shelf Registration

**PUJIANG INTERNATIONAL GROUP LIMITED**

IPO on the Main Board of Hong Kong Stock Exchange



Southern Cross Electrical Engineering Ltd  
ASX: SXE  
Acquisition of the Heyday Group Pty Ltd

# MANUFACTURING & INDUSTRIALS HIGHLIGHTS



Taggle Systems Pty Ltd

Acquisition of MiWater from  
Mackay Regional Council



Ventair

Sale of Ventair Pty Ltd to  
Woomera Ventilation Pty Ltd



ViewTrade Securities, Inc.

Initial public offering of  
common shares of Newater  
Technology, Inc.



ViewTrade Securities, Inc.

Initial public offering  
of common shares of  
ReTo Eco-Solutions, Inc.



Vigor Industrial, LLC

Sale to private equity firms The  
Carlyle Group and Stellex Capital  
Management



Watermill Group

Watermill Group

Acquisition of  
Beck Industries

**“They’re able to go beyond a normal  
lawyer’s responsibilities and can think  
from the perspective of a principal,  
either as an investor or a CEO.”**

*—Chambers & Partners Asia-Pacific Guide, 2020*

The background image is a composite of two industrial scenes. The top half shows a large industrial crane with multiple pulleys and cables, lifting a heavy object. The bottom half shows a close-up of molten metal being poured from a large industrial ladle into a mold, with bright orange and yellow light emanating from the liquid metal. The entire image has a warm, orange-toned color palette.

K&L Gates was again among the  
**TOP THREE FIRMS** — out of more than  
14,000 ranked — for **MOST NATIONAL  
FIRST-TIER RANKINGS** in the 2019 *U.S.  
News-Best Lawyers*® “Best Law Firms” survey.  
This includes Mergers & Acquisitions Law,  
Tax Law Corporate Law, Employee Benefits  
(ERISA) Law, Employment Law - Management,  
Leveraged Buyouts and Private Equity Law,  
and Securities/Capital Markets Law.



## INDUSTRY SPOTLIGHT TENDER OFFER FOR SPECIALTY PHARMA COMPANY

K&L Gates LLP advised **Veloxis Pharmaceuticals A/S** on the tender offer of its shares by Asahi Kasei Pharma Denmark A/S, a wholly-owned subsidiary of Asahi Kasei Corporation, a Japanese public corporation listed on the Tokyo Stock Exchange.

Under the terms of the transaction agreement, Asahi Kasei Pharma Denmark A/S completed a recommended conditional voluntary public offer to purchase all of the issued and outstanding shares and warrants in Veloxis totaling US\$1.3 billion.

Veloxis Pharmaceuticals A/S is a commercial-stage specialty pharmaceutical company committed to improving the lives of transplant patients. The K&L Gates cross-border, cross-platform team advised Veloxis on a broad range of areas that included M&A, securities law, corporate governance, FDA regulatory, benefits, employment, compliance, international trade regulation, insurance, and antitrust law.

# HEALTH CARE HIGHLIGHTS



AdaptHealth, LLC  
(Nasdaq: AHCO)  
Credit agreement and amendments  
thereto as well as joinder of newly  
acquired targets



AdaptHealth, LLC  
(Nasdaq: AHCO)  
Asset Purchase



AdaptHealth, LLC  
(Nasdaq: AHCO)  
Equity Purchase



AdaptHealth, LLC  
(Nasdaq: AHCO)  
Merger and Equity Purchase



AdaptHealth, LLC  
(Nasdaq: AHCO)  
Stock Purchase



Avita Medical Limited  
(NASDAQ: RCEL)  
Listing of American  
Depositary Shares



Avita Medical Limited  
(OTCMKTS: AVMXF)  
Private Placements



Axonics Modulation  
Technologies  
(Nasdaq: AZNX)  
Primary/secondary follow-on public  
offering of common stock



Beatty Marketing & Sales,  
LLC  
Acquired by Aspen Surgical  
Products Inc.



DOCTORBOX GmbH  
Series A Financing



C9 Partners, LLC  
Acquisition of MedCare  
Solutions, LLC



Cue Biopharma, Inc.  
(Nasdaq: CUE)  
Established an at-the-market  
equity offering program with Stifel,  
Nicolaus & Company,  
Incorporated as sale agent



Endra Life Sciences, Inc.  
Convertible Preferred  
Stock Offering



ENDRA Life Sciences, Inc.  
(Nasdaq: NDRA)  
Shelf Purchase Agreement with  
Leap Therapeutics, Inc.



Evolus, Inc.  
(NASDAQ: EOLS)  
Secondary public offering of  
common stock



LG Household & Health  
Care Ltd.  
Acquisition of New Avon LLC



Lincoln Park  
Capital Fund, LLC  
Equity line financing with Phio  
Pharmaceuticals Corp



Lincoln Park  
Capital Fund, LLC  
Shelf Purchase Agreement with  
Leap Therapeutics, Inc.



Lincoln Park  
Capital Fund, LLC  
Equity line financing with IMAC  
Holdings, Inc.



Lincoln Park  
Capital Fund, LLC  
Equity line financing with Tonix  
Pharmaceuticals Holding Corp.

# HEALTH CARE HIGHLIGHTS



Lincoln Park  
Capital Fund, LLC  
Investment in Conformis, Inc.



Lincoln Park  
Capital Fund, LLC  
Investment in Aptevo  
Therapeutics, Inc.



ModiBodi Pty Ltd  
Sale of ModiBodi to  
Quadrant Private Equity  
(QPE Growth LP)



MRS Systems, Inc  
Sale to Volpara Health  
Technologies Ltd



NeoGenomics  
(NASDAQ: NEO)  
Public offering of  
common stock



NeuroRecovery  
Technologies, Inc.  
Sale to GTX Medical



Nova Satra DX Pte. Ltd.  
Merger with INEX Innovations  
Exchange Pte. Ltd. (INEX)



Oasis Capital, LLC  
(Nasdaq: POAI)  
Investment in Predictive  
Oncology Inc.



Oncosil Medical Limited  
(ASX: OSL)  
Public rights offering



Parkview Health  
System, Inc.  
Affiliation with DeKalb Memorial  
Hospital, Inc.



Quorum Review, Inc.  
Sale to Advarra, Inc.



State Street Bank  
and Trust Co.  
Independent fiduciary for Baxter  
International Inc. pension plan's  
purchase of a buy-out group  
annuity contract from  
The Prudential Insurance  
Company of America



State Street Bank  
and Trust Co.  
Independent fiduciary for Bristol-  
Myers Squibb Co.'s planned full  
termination of its pension plan and  
transfer of the associated liabilities  
to Athene Annuity and Life Co.



Taiwan Liposome  
Company  
(Nasdaq: TLC)  
US IPO of American  
Depository Shares



Veloxis  
Pharmaceuticals A/S  
(OMX: VELO)  
Pending tender offer of its shares  
by Asahi Kasei Pharma Denmark  
A/S, subsidiary of Asahi Kasei  
Corporation (TYO: 3407)



Washington Research  
Foundation  
Investment in Abacus Biosciences



Wattle Health Au Ltd  
(ASK: WHA)  
Acquisition of  
Blend & Pack Pty Ltd from the  
Mason Financial Group Ltd  
[Hong Kong]



Wave Neuroscience, Inc.  
Acquisition of Newport Brain  
Research Laboratory



Xellia  
Pharmaceuticals Aps  
Sale of Certain Assets to  
Sagent Pharmaceuticals



“Go-to firm for **COMPLEX CROSS-BORDER TRANSACTIONS**, particularly those involving Australia or the USA. Utilises its global network in supporting domestic companies, as well as clients with assets based abroad. **STRENGTH IN A NUMBER OF SECTORS**, including biotech, pharmaceuticals and technology.”

– *Chambers & Partners UK Guide, 2020*

## INDUSTRY SPOTLIGHT

# £275 MILLION ACQUISITION BY ENERGY-FOCUSED PRIVATE EQUITY FIRM

K&L Gates acted for the management team of **Weir Group PLC's** Flow Control division on its £275 Million sale of the division to First Reserve—a leading global private equity investment firm focused exclusively on energy. The decision to sell Flow Control is part of a portfolio transformation plan to focus the Weir Group on maximizing long-term value and building on its strong global leadership positions in mining and upstream oil and gas markets.

A British engineering company headquartered in Glasgow, Scotland, Weir Group PLC provides highly engineered pumps, valves, and other solutions used in downstream, midstream, utility, and industrial sectors. Representation of Weir Group PLC's management team was led by the K&L Gates London office. First Reserve is located in several cities in the United States and in London.

# ENERGY HIGHLIGHTS

## APACHE INNOVATION CO PTY LTD

Share subscription  
agreement with Expert 360

## centrica

Centrica Business  
Solutions US, Inc.  
Acquisition of SmartWatt  
Energy, Inc.



## Cluff Natural Resources PLC

Advised on its placing  
to raise £15 million.



## Direct Energy

Advising on asset management  
agreements, ISDA master  
agreements, and energy and fuel  
management agreements



Direct Energy  
Investment in GreenCom  
Networks AG



DRA Group  
Holdings Pty Ltd  
Acquisition of  
Minnow Pty Ltd



EHR Resources Ltd  
Farm in agreement with Eloro  
Resources Ltd to acquire 25%  
interest in La Victoria gold/silver  
project, Peru



EnergyAustralia  
Holdings Limited  
(NZE: TRU)  
Acquisition of Echo Group  
Corporation Pty Ltd



EnSync, Inc.  
(OTCMKTS: ESNC)  
Direct common stock offering



Faroe Petroleum plc  
Hostile takeover by DNO ASA

## INNOVATIVE ALLOY FORMULAE PTY LTD

Sale and purchase  
agreement of Hard PTE LTD



J&V Energy Technology  
Co., Ltd; New Green  
Power Co., Ltd  
Sale of Project Entities with  
115MW Solar Portfolio to a  
Private Fund Managed by  
BlackRock Real Assets.



Longboat Energy Plc  
(AIM: LBE)  
Initial public offering



NextDecade Corporation  
(NASDAQ: NEXT)  
Sale of Series B convertible  
preferred stock and sale of  
common stock to Mubadala  
Investment Company



North Coast Electric  
Company  
Sale to Sonepar Holdings



Rox Resources Ltd  
ASX: RXL  
Sale of interest in the  
Reward Zinc-Lead project



Stifel Nicolaus Europe  
Limited  
Block trade of shares in  
Hurricane Energy Plc by Kerogen  
Investments No. 18 Limited.



Swancor Holding Co., Ltd.  
(MXLG: 3708)  
Sale of Swancor Renewable Energy  
Co., Ltd. to Stonepeak Oceanview  
(CAYMAN) Holdings Company



Tauron Polska  
Energia S.A.  
(WSE: TPE)  
Acquisition of ten wind farms  
from the in.ventus group



Weir Group PLC  
U.S. Counsel on Sale of its Flow  
Control Division to First Reserve

# TRANSPORTATION & LOGISTICS



## INDUSTRY SPOTLIGHT

# KKR SELLS EUROPEAN LOCOMOTIVE LEASING AFTER EXCEPTIONAL GROWTH

Lawyers from the German offices of K&L Gates advised **KKR**, a leading global investment firm, on its sale of European Locomotive Leasing (ELL) to a consortium made up of AXA Investment Managers – Real Assets acting on behalf of its clients and Crédit Agricole Assurances. ELL is a leading pan-European provider of leasing solutions for electric locomotives.

KKR's investment in ELL was part of its first infrastructure fund—KKR Global Infrastructure Investors. The investment was an opportunity to meet the growing demand for modern, versatile electric locomotives which provide a

more economic and ecological freight transportation method than over-the-road transportation. With the support of KKR Global Infrastructure Investors, ELL was established in 2014 and in just five years built a fleet of 150 locomotives, three times more than the initial business plan, that were leased to more than 20 customers in continental Europe under long-term contracts.

In addition to the legal structuring of the sale, K&L Gates advised KKR on both ELL's formation and a series of subsequent financings.

# TRANSPORTATION & LOGISTICS HIGHLIGHTS



## Brisbane Airport Corporation Pty Ltd.

Drafted, procured, negotiated, and finalized a performance based service contract



## Citicorp International Limited

Offering of HK\$1.1 billion of Convertible Notes by China Logistics Property Holdings Co. Ltd.



## Joe Hudson's Collision Center

Recapitalization by TSG Consumer Partners



## DP World FZE

Series C financing in Hyperloop Technologies, Inc.



## Global Infrastructure Partners (GIP)

Investment in Propeller Airport's Paine Field Passenger Terminal



## KKR & Co. Inc. (NYSE: KRR)

Sale of ELL European Locomotive Leasing Group to a Consortium Formed by AXA Investment Managers - Real Assets and Crédit Agricole Assurance



## Lewis Clark Recycling and Disposal Holdings

Sale of Waste Connections



## Lewis Clark Recycling and Disposal Holdings

Acquisition of Red River Waste Solutions, LP



## Mail Plus Pty Ltd

Acquisition of DFE Pty Ltd



## Capitala Group

Acquisition of Peterson Manufacturing



## Sealed Air Corporation (NYSE: SEE)

Acquisition of Automated Packaging Systems, Inc.



## Simpson Performance Products, Inc.

Acquisition of NCA Laboratories, Inc.

## STORED ENERGY HOLDINGS, INC.

Acquisition of Tri-State Battery and Auto Electric, Inc.



## VelocityEHS Holdings, Inc.

Acquisition of Chem-Tel, LLC

# CROSS-BORDER



## INDUSTRY SPOTLIGHT

### CROSS-BORDER ACQUISITION OF MONTESSORI ACADEMY GROUP

A team of lawyers from K&L Gates Shanghai and Sydney offices advised a wholly-owned subsidiary of HKSE-listed Greentown Service Group Co. Ltd (Greentown) on its acquisition of a majority interest in **Montessori Academy Group Pty Ltd** (Montessori Academy) at an enterprise value of AUD120 million.

Greentown invests in, among other things, early childhood education services across China and has been seeking to expand its presence elsewhere in the Asia Pacific region, North America and Europe. This transaction marks Greentown's entrance into the Australian market.

Montessori Academy is one of Australia's leading early childhood education and childcare service providers, with 23 long day care centres currently operating throughout New South Wales. Following the transaction, Montessori Academy's original founders will retain a substantial minority interest in the business as it pursues continued growth plans.

## INDUSTRY SPOTLIGHT

### SEAMLESS LEGAL SUPPORT ACROSS FOUR CONTINENTS

In a complex, cross-border carve out transaction, K&L Gates advised **Evoqua Water Technologies** on an agreement to divest its Memcor® membrane product line to DuPont Safety and Construction. Headquartered in Pittsburgh and operating across nine countries, Evoqua is a leading provider of water and wastewater treatment solutions.

The transaction, which included the product line's global workforce, manufacturing site in Australia, associated operations, and intellectual property, marked an important milestone in carrying out Evoqua's product portfolio strategy. Sale of the product line allows Evoqua to focus on core products and solutions for digitally enabled, recurring revenue-based businesses.

K&L Gates' fully integrated platform enabled lawyers from our offices on four continents, including in the United States, Australia, the United Kingdom, Singapore, and China, to work together seamlessly across time zones to meet the challenging timeframe associated with the transaction.

# OTHER INDUSTRY HIGHLIGHTS



**Canaccord Genuity**  
Private placement of convertible notes and warrants by Plus Products, Inc.



**Fresh Dining Concepts Holdings LLC**  
Sale of Fresh Dining Concepts



**Chanticleer Holdings, Inc.**  
(NASDAQ: BURG)  
Spin-off of Chanticleer's business of fast casual and full-service restaurant brands



**Citicorp International Limited**  
Offering of US\$1 billion in 4.625% Senior Notes due 2029 by Resorts World Las Vegas LLC and RMLV Capital Inc.



**Citicorp International Limited**  
Offering of US\$300 million of Senior Notes by Jinke Property Group



**Firewood Marketing, Inc.**  
Sale to S4 Capital plc

**FISCUS VENTURE OZF I LLC**  
**FISCUS VENTURE OZF II LLC**

Preparation and formation of Qualified Opportunity Zone Business Investment Companies ("QOZB") and Projects

**LEEDS | Equity Partners**

**Leeds Equity Partners**  
Leeds Equity Partners Portfolio Company BARBRI on BARBRI's Acquisition of Kaplan Altior

**Malek Family Pty Ltd ATF Malek Family Trust and Malek Investment Pty Ltd ATF Malek Investment Trust**

Sale of childcare centre companies to MindChamps Early Learning



**Naked Wines Plc**  
(LON: WINE)  
Sale of Lay & Wheeler Limited and Vintothèque Holdings Limited



**R.D. Merrill Real Estate Holdings, LLC**  
STCA LLC Joint Venture



**Clyde and Associates Pty Ltd.**  
Acquisition of Rosendorff Diamond Jewellers



**Shoptalk and Groceryshop**  
Acquisition by Hyve Group

**SOH CHOON LIN AND KOHN SIN GUAN**

Sale of AG Net Pte Ltd

**SPYNSOL LIMITED AND SPORTS TECH HOLDING LIMITED**

Sale to FDJ Group



**SunFly Brands, Inc.**  
Series Seed Preferred Stock Financing



**Sydney Fish Market Pty Limited**  
\$750M redevelopment of the Sydney Fish Market

**TRUMAN'S INC.**

Series Seed Preferred Stock Financing



**Waggener Edstrom Worldwide, Inc.**  
Acquisition of Codeword, LLC



**Greentown Services Group**  
Acquisition of a majority interest in Montessori Academy Group Pty Ltd

# WHY K&L GATES?

## GLOBALLY POISED

K&L Gates is one of the largest law firms in the world with more than 40 offices located in key capital cities and world commercial and financial centers across five continents. Our broad platform offers clients local market knowledge and access to both national and international capabilities. With the combined knowledge, resources, talent, and experience of more than 1,800 lawyers, our global reach extends beyond our office locations to areas such as Africa, India, and Latin America.

## TRULY INTEGRATED

We may have many offices around the world, but we operate as one firm, united and without borders. Being a fully integrated firm, we seamlessly represent leading multinational corporations, growth and middle-market companies, capital market participants, and entrepreneurs in every major industry, as well as public sector entities, educational institutions, philanthropic organizations and individuals. Our robust set of multidisciplinary practice areas and services, combined with our collaborative culture, means our clients can confidently turn to K&L Gates to guide them through nearly any legal issue with reliable service and a consistent experience.

## INNOVATIVE

At K&L Gates, we strive to meet our clients at the critical cross-roads of their challenges and business needs to help them navigate the increasingly complex legal landscape. In today's data-heavy, fast-moving, and multijurisdictional environment, we understand the importance of being able to manage the growing volume of information at ever-increasing speeds. That's why we carefully invest in technology platforms, harness innovative techniques in processes and procedures, and create a culture of driving growth which enhances our efficiency and delivery of services, facilitates collaboration, and helps solve client problems.

## CLIENT FOCUSED

In all we do, our objective is to provide nothing short of the utmost value to our clients by providing solutions to their legal and business needs. Our client-first approach is manifested firmwide—from matter management and pricing practices, to the technology and innovations we apply, to our deep industry and sector-specific knowledge across the key industries in which our clients operate—our clients' best interests are at the forefront of the decisions and investments we make.



**Recognized as a  
LEADING CLIENT SERVICE  
STRATEGIST by BTI  
Consulting Group in 2018.**

## SOCIALLY RESPONSIBLE

On top of our commitment to our clients and the legal profession, we are dedicated to working together for the common good. This core value is more than just rhetoric. Corporate social responsibility is more than a management imperative at K&L Gates, it's woven into the DNA of our firm.

### DIVERSITY AND INCLUSION

For years, our firmwide Diversity and Women in the Profession Committees have been at the center of our efforts, fueling diversity and inclusion initiatives both inside and outside the firm. Those efforts include mentorship and career development opportunities for our lawyers; partnering with groups like Corporate Counsel Women of Color and the National Association of Women Lawyers; and sponsoring dozens of key events each year.

### PRO BONO AND COMMUNITY OUTREACH

Lawyers in our offices around the world have provided pro bono legal representation to countless disadvantaged and oppressed individuals as well as to nonprofit organizations that provide community services. At the firmwide level, we are able to make an impact with efforts such as our Anti-Human Trafficking Initiative, and our Global Day of Service in which the entire firm participates in dozens of volunteer activities.

Of those lawyers  
promoted to  
partner in 2019,

**OVER 50%  
ARE DIVERSE.**

IN 2018, OUR LAWYERS  
DEVOTED MORE THAN

**52,000 HOURS**  
TO **PRO BONO CASES.**



## THOUGHT LEADERS

Our lawyers are thought leaders not only in the legal industry, but also in the industries they serve. We immerse ourselves in burgeoning areas and technologies that are reshaping the world such as data privacy, social media, blockchain, and artificial intelligence. Legal insights, client alerts, blogs, podcasts, videos, and on-demand CLE are regularly updated and readily available on our website.

# INDUSTRY RECOGNITION

K&L Gates was ranked by *Law360* in the publication's **2019 GLOBAL 20 SURVEY AS ONE OF THE 20 LEADING GLOBAL LAW FIRMS** based on international presence and the capabilities to handle complex cross-border matters.

Global law firm K&L Gates LLP has been recognized as **“LAW FIRM OF THE YEAR” IN THE AREA OF CORPORATE LAW** in the 2020 edition of the *U.S. News-Best Lawyers*® “Best Law Firms” report. Only one firm earns the “Law Firm of the Year” designation in each of the report’s legal practice areas.

The *Legal 500* Asia Pacific 2020 guide recognized K&L Gates as a **LEADER IN OVER 30 PRACTICE CATEGORIES ACROSS EIGHT COUNTRIES AND REGIONS**, including Australia, China, Hong Kong, Indonesia, Japan, Malaysia, Singapore and Taiwan.

Recognized by the 2020 *Chambers & Partners* United Kingdom guide for “Provid[ing] a **STRONG INTERNATIONAL OFFERING**, regularly handling transactions involving continental Europe and the Middle East. Particularly proficient in advising US companies on **CROSS-BORDER ACQUISITIONS** into the UK and Europe, as part of a broad client base of corporate entities and financial sponsors.”

The 2019 *Legal 500* United States guide ranked K&L Gates in **TIER 1 IN THE M&A/MIDDLE MARKET** (US\$500 million-US\$999 million) category, in addition to 20 other nationwide practice area rankings.

Received a 2018 **DEAL OF THE YEAR - QATAR RECOGNITION** from Islamic Finance News for representing Al Rayan Investment LLC (the investment subsidiary of Qatari bank Masraf Al Rayan) on the listing of the world’s largest Sharia’h-compliant single-country exchange traded fund.

# K&L GATES

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