



CORPORATE TRANSACTION HIGHLIGHTS

2016

Pryor Cashman's Corporate Group was highly active in the first half of 2016, advising clients from a broad range of industries on M&A deals, public and private securities offerings, bank financings, licensing transactions and a variety of other matters.

Below are some of our recent representative matters. We anticipate an equally busy second half of the year and will continue to share what we're working on and how our experience can yield value for your business.



Jazwares, LLC, a leading toy and consumer electronics company, and its founders, Judd and Laura Zebersky, in the sale of a majority interest in Jazwares to Alleghany Capital Corporation, a subsidiary of Alleghany Corporation.



Ladenburg Thalmann & Co. Inc. in their capacity as underwriter in connection with a public offering of preferred stock and warrants of CombiMatrix Corporation, a molecular diagnostics company specializing in DNA-based testing services for prenatal and postnatal developmental disorders and pre-implantation genetic screening services.



DHA Capital LLC, a New York City-based real estate investment, development and advisory firm, in its \$55 million purchase of a mixed-use property located at 75 Kenmare Street in Manhattan's Nolita neighborhood.



JPMorgan Bank, N.A., as administrative agent, lead arranger and book runner, in multiple U.S. and multinational syndicated financings aggregating in principal amount over \$10 billion in committed financing.



Marina Biotech, Inc., a leading nucleic acid-based drug discovery and development company focused on rare diseases, in negotiating a licensing agreement involving the company's SMARTICLES and DiLA2 platforms and the delivery of a genome editing technology.



Toro, a popular Spanish tapas restaurant with locations in Boston and New York, on the launch of Toro Bangkok, located in Bangkok, Thailand. We handled the negotiation of the commercial agreements with Toro's local partner and related corporate matters.



Roth Capital Partners in their capacity as underwriter in connection with a public offering of common stock and warrants of Quest Resource Holding Corporation. Quest provides businesses with one-stop management programs to reuse, recycle, and dispose of a wide variety of waste streams and recyclables generated by their businesses.



Target Health, Inc., a full-service clinical research organization that is developing software to enable the “paperless clinical trial,” in negotiating master services agreements with key pharmaceutical company customers and advising on employment matters and corporate development issues.



Joseph Gunnar & Co. as placement agent in a registered direct offering of preferred stock of Staffing 360 Solutions, Inc., a public company executing a global buy-and-build strategy through the acquisition of staffing organizations in the US and the UK.



The managing member of Lunatik Labs LLC, a maker of mobile technology products, such as EPIK Apple Watch cases, TAKTIK iPhone cases and the Touch Pen stylus, in connection with its acquisition of a significant ownership interest in Lunatik, corporate governance matters, and the acquisition and in-license of various intellectual property.



Cytodel, LLC, an early stage biopharmaceutical company, in its entity formation, securing seed capital, intellectual property protection, negotiating licensing agreements and advising on governance matters.



TerraNova Capital Equities, Inc., a boutique investment and merchant banking firm, as placement agent in an \$8 million private placement offering for the newly-invented, and first ever privately-held Radio Frequency modulation, known as Transpositional Modulation.



Reflective X-ray Optics LLC, a start-up company providing high-performance multilayer X-ray optics solutions for science and industry, as general counsel on all legal matters, including corporate transactions, licensing, patent prosecution, real estate and other general commercial matters.



PainQx, Inc., a diagnostic/software company that takes recorded neural activity from a patient’s brain and produces a physically generated pain score which can enrich clinicians’ evaluations of a patient’s self-assessment of pain, in negotiating a licensing agreement from a major research institution for exclusive rights to certain patents and other intellectual property underlying the company’s technology. Additionally, we helped PainQx complete its corporate formation and advised on new employee agreements and seed financing.



Bionic Sight LLC, a start-up company commercializing prosthetic devices that utilize neural coding technology, in intellectual property transactional matters and negotiating an exclusive royalty-bearing license to patents owned by The Massachusetts Institute of Technology.



Furnished Living, a designer of ergonomic furnishings specifically created to address the needs older adults and people with Alzheimer’s disease and other dementias, as general counsel on matters related to financings customer agreements and employment issues.