

Michael Weinsier

Partner



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Michael Weinsier is co-chair of Pryor Cashman's Mergers + Acquisitions (M+A) and Private Equity Practices, and is a member of the Corporate Group and the Investment Management Practice.

He has more than 30 years of experience representing public and private operating companies, strategic buyers and sellers, private equity funds, family offices, and other financial sponsors, as well as their portfolio companies, in domestic, international, and cross-border mergers and acquisitions, divestitures, joint ventures, financings, and other complex transactions. These transactions include, among others, primary and secondary leveraged buyouts, management buyouts, bolt-on and tuck-in acquisitions, auction bids and auction sale processes, non-control investments, and co-investments.

Operating companies, including family-owned and closely held businesses, from a wide array of industries, seek Michael's counsel on strategic add-on acquisitions and dispositions, debt financings, leveraged dividends, recapitalizations, private placements, public offerings, SEC reporting, and commercial contracts. A seasoned advisor, he often acts as de facto outside general counsel to these companies.

Michael also has extensive experience advising emerging companies and institutional investors in a full range of venture capital and other equity financings, spanning from angel to late-stage and crossover rounds, PIPE investments, and large liquidity events, including portfolio company IPOs, acquisitions by strategic buyers, and via de-SPAC transactions. Over the past several years alone, he has represented clients in more than 50 venture and other financings, and related portfolio company transactions, totaling more than \$5 billion in value.

Michael has been regularly recognized as a leading M+A attorney by *The Legal 500* and *Super Lawyers*.

Representative Private Equity Transactions

Highlights of Michael's private equity experience includes representing:

- Ospraie Ag Science, the venture arm of Ospraie Management, a New York-based management firm that invests in commodities and basic industries worldwide across public and private markets:
 - in connection with an equity investment by Ospraie in Passel Farms, a large farrow-to-finish pork production system, with locations in Georgia, Indiana, Iowa, Minnesota, Nebraska, and South Carolina, including the formation of Passel Farms out of the former pork production business and operations of Standard Nutrition Company, and Passel Farms' concurrent acquisition of Cactus Family Farms, the former pork production arm of Cactus Feeders Inc.; and
 - as the largest shareholder of portfolio company Marrone Bio Innovations, Inc. (NASDAQ: MBII), in Marrone Bio's acquisition by Argentina-based Bioceres Crop Solutions Corp. (NASDAQ: BIOX), a

fully integrated provider of crop productivity technologies, in a stock-for-stock merger valuing Marrone Bio at approximately \$236 million.

- A UK-based private investment firm focused on, among others, the media sector, in connection with a sale of income rights in approximately 100 major studio and independently-produced motion pictures to a leading U.S.-based media and entertainment-focused private equity firm.
- WHP Group, a leading brand acquisition and management firm and a portfolio company of leading private equity firm Oaktree Capital Management, in the acquisition of a controlling 70% interest in prominent fashion brand Isaac Mizrahi from media and consumer products company Xcel Brands, Inc. (NASDAQ: XELB).
- Shamrock Capital Advisors, a private equity firm focused on the media, entertainment, and communications sectors, in its acquisition of the music publishing catalogue of Tor Hermansen and Mikkel Eriksen, known as the songwriting and production duo Stargate, which includes such songs as Katy Perry's "Firework," Rihanna's "Diamonds" and "Rude Boy," and Beyoncé's "Irreplaceable."
- Sun Capital Partners, one of the leading middle-market private equity firms, in its leveraged buyout of Mattress Firm, the nation's leading specialty retailer of conventional bedding, from Sealy, a portfolio company of Bain Capital.
 - Subsequently represented Mattress Firm in multiple strategic add-on acquisitions of other bedding retailers and multiple leveraged recapitalizations.
 - Ultimately represented Sun Capital Partners and Mattress Firm in the \$450 million secondary leveraged buyout of Mattress Firm by J.W. Childs, another leading middle-market private equity firm, following an extensive auction sale process. The transaction was named one of the "Private Equity Deals of the Year" by *The Deal* magazine.
- Narrative Capital Partners, a financing and investment firm that specializes in media, entertainment, and IT, as U.S. counsel in its acquisition of Sony Pictures Television's U.K. free-to-air television channels portfolio, including Sony Movies, Sony Movies Action, Sony Movies Classic, Sony Channel, POP, Tiny POP, and POP Max.
- HealthCor Management L.P., a New York-based asset management firm focusing on the healthcare and life science sector, in the sale of its investment funds management business to Catalio Capital Management, a New York-based multi-strategy life sciences investment firm focused on the biotechnology sector.
- Two private equity firms in their joint "club deal" formation of an asset-based lending commercial finance company, including the new platform company's concurrent acquisition of its initial loan portfolio.

Representative Strategic M+A Transactions

Highlights of Michael's strategic M+A experience includes representing:

- Sound Point Capital Management, LP, a New York-based asset management firm focusing on credit strategies, in its acquisition of Assured Investment Management LLC and certain of its related asset management entities, under the investment umbrella of Assured Guaranty Ltd.
 - Assured Guaranty became a significant equity holder and investor of Sound Point and some of Assured Guaranty's U.S. insurance subsidiaries committed to invest \$1 billion over time in Sound Point's managed investment vehicles and separately managed accounts.
 - Sound Point became the sole alternative credit manager for the Assured Guaranty U.S. insurance subsidiaries and became the fifth-largest broadly syndicated loan CLO manager globally on a pro forma basis.
- Hipgnosis Songs Fund Limited (UK: SONG), the first UK-listed investment company offering investors a pure-play exposure to songs and associated intellectual property rights, as U.S. and special music counsel, in its proposed sale of 29 songwriter catalogs to a Blackstone-backed investment fund for \$440 million. The portfolio included songs from across multiple decades written by Barry Manilow, Shakira, Rick James, Nelly, and others.
- Camuto Group, the celebrated product design and brand development organization best known for the Vince Camuto® brand and the footwear licenses of Jessica Simpson® and Lucky Brand®, in the sale of its operations to North American footwear and accessories retailer DSW Inc. for approximately \$341 million. Under the deal, DSW and Authentic Brands Group LLC formed a partnership to acquire numerous intellectual property rights from Camuto Group.

- Banco Davivienda S.A. (CO: PFDVVNDA), one of Colombia's largest banks, in its \$800 million acquisition of HBC's retail banking operations in Costa Rica, Honduras, and El Salvador.
- Sendyne Corp., a leading developer and manufacturer of sensing and simulation technologies for next-generation e-mobility, in its sale to Sensata Technologies, Inc. (NYSE: ST), a leading industrial technology company and provider of sensor-rich solutions and insights for customers.
- Soulbrain Holdings (S. Korea: KRX), a South Korea-based manufacturer of semiconductor and electronic-related chemical materials and chemical materials for secondary battery manufacturing processes, as U.S. counsel in its acquisition of a majority equity ownership interest in Pixcell Medical Technologies, an Israeli-based developer of rapid blood diagnostic solutions at point-of-care.
- Mitchell Rubber Products, a custom rubber compound supplier and manufacturer of molded rubber products, in the sale of its Valley Processing division to Hexpol AB (OTC: HXPLF), a Sweden-headquartered, world-leading manufacturer of polymer compounds and engineered products.

Representative Venture Capital and Emerging Company Transactions

Highlights of Michael's venture capital and emerging company experience includes representing:

- Soleus Capital, a healthcare investment firm primarily focused on the innovative areas of life sciences, including biotech, medtech, diagnostics and genomics, in a wide range of initial and follow-on investments by Soleus's investment funds in numerous private and public portfolio companies, including private rounds of venture financing, PIPEs and registered offerings, as well as in large liquidity events by those portfolio companies via IPOs, acquisitions through de-SPAC mergers, and acquisitions by strategic buyers, including:
 - as lead investor in a \$35 million second tranche (non-strategic) Series C preferred stock investment in Inivata Limited, a U.K.-based leader in liquid biopsy, and in connection with Inivata's \$390 million sale to NeoGenomics and Soleus' merger-related PIPE investment in NeoGenomics (NASDAQ: NEO);
 - as lead investor in a \$150 million PIPE financing by Harpoon Therapeutics, Inc. (NASDAQ: HARP), a clinical-stage immunotherapy company developing a novel class of T cell engagers that harness the power of the body's immune system to treat patients suffering from cancer and other diseases, and in Harpoon's subsequent \$680 million acquisition by Merck;
 - as lead investor in a \$72.5 million Series D preferred stock investment in BioAtla, Inc. (NASDAQ: BCAB), a global clinical-stage biotechnology company focused on the development of Conditionally Active Biologic (CAB) antibody therapeutics, and in connection with participation in BioAtla's IPO and a subsequent PIPE financing;
 - as co-investor in a Series C preferred stock investment in SomaLogic, Inc. (NASDAQ: SLGC), a global leader in proteomic discovery and applications, and the subsequent acquisition of SomaLogic via a de-SPAC merger with a SPAC formed by Casdin Capital and Corvex Management, valuing SomaLogic at \$1.2 billion, and Soleus's merger-related PIPE investment in the SPAC;
 - as co-investor in a Series C preferred unit investment and a Series C-1 preferred unit pre-IPO "top up" investment in DiCE Therapeutics, Inc. (NASDAQ: DICE), a designer and developer of innovative therapies in immunology for patients with debilitating disease, including oral alternatives to medicines currently limited to injectable forms, as well as in DiCE's subsequent IPO;
 - as co-investor in a Series C preferred stock investment in, and proposed IPO by, ArcherDX, Inc., a molecular diagnostics company with a robust technology platform for genetic mutation detection by next-generation sequencing, and in connection with the subsequent acquisition of ArcherDX by Invitae Corporation (NYSE: NVTA) for \$1.4 billion and Soleus' merger-related PIPE investment in Invitae; and
 - as co-investor in a Series B-1 preferred stock investment in Orchestra BioMed, Inc. (NASDAQ: OBIO), a biomedical innovation company providing high-impact solutions for large unmet needs in procedure-based medicine, as well as in Orchestra's \$400 million merger with Health Sciences Acquisitions Corporation 2 (NASDAQ: HSAQ), a SPAC formed by an affiliate of leading life sciences investment firm RTW Investments LP.

- First Look Media, a multifaceted entertainment company owned by eBay founder and philanthropist Pierre Omidyar, in its equity investments in PassionFlix Inc., a premium streaming service of both original and acquired content adapted from bestselling romance novels, founded by Tosca Musk.
- Kevin Durant and his affiliate, Thirty Five Ventures, a multifaceted sports, media, entertainment, and investment company, in its minority equity investments in National Women’s Soccer League (NWSL) team NJ/NY Gotham FC, media company Just Women’s Sports, and Major League Soccer team Philadelphia Union.
- A private investment firm focused on “DeFi” (decentralized finance) in its significant secondary equity sale in one of the leading online marketplaces for NFTs and crypto collectibles.

Services

- Corporate
- Corporate Transparency Act Compliance
- Emerging Companies + Venture Capital
- International
- Investment Management
- Mergers + Acquisitions (M+A)
- Private Equity
- Securities + Corporate Finance
- SEC + Corporate Governance

Education

- Washington and Lee University (J.D., *cum laude*, 1986)
- Columbia University (B.A., 1983)

Recognition

- Recognized by *Legal 500* in M&A: middle-market (2024)
- Named to the *Super Lawyers – New York Metro* list in Mergers and Acquisitions (2006-12, 2014-25)

Community

- Columbia University Golf Program Alumni Advisory Committee, member

Admissions

- New York
- Connecticut
- U.S. District Courts for the Southern and Eastern Districts of New York

Professional Affiliations

- American Bar Association, Business Law Section, member; Private Equity and Venture Capital Committee, member; Mergers and Acquisitions Committee, member