



## Cliff Brandeis

### Partner and Chair, Corporate Department

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#### Practices

- Corporate Governance
- Corporate Law
- Mergers & Acquisitions
- Securities and Capital Markets

#### Overview

Cliff counsels clients on a wide range of complex commercial transactions, in both the private and public sector, including mergers, acquisitions, divestitures, strategic investments, equity financings, recapitalizations, going private transactions, tender offers and joint ventures. His clients include public and private companies, as well as private equity firms, holding companies and family offices, portfolio companies of capital providers, business owners, venture firms, and investors.

Cliff advises clients in a broad range of industries, and as a natural outgrowth of his practice he routinely counsels corporate clients on day-to-day matters and advises boards on corporate governance and fiduciary matters.

#### Representative Matters

- Cash merger of client Hello Products, LLC with Colgate-Palmolive Company.
- Acquisition of Approved Networks and its affiliate, US Critical, by A&M Capital Opportunities' portfolio company, Champion Optical Network Engineering.
- Representation of GoldenTree Asset Management LP and its portfolio company, James Cable, LLC, in connection with the acquisition and roll-up of numerous regional cable companies and the eventual disposition of the combined cable entities to BCI Broadband.
- IPO for Grubb & Ellis Realty Advisors, Inc., a Special Purpose Acquisition Company (SPAC), sponsored by the public company, Grubb Ellis Company.
- 13e-3 going private transaction between client Varsity Brands, Inc., the industry leader in the high school spirit industry, and Leonard Green & Partners, L.P.
- Structured investment in, and subsequent acquisition of, From You Flowers, LLC, an on-line, worldwide floral retailer, on behalf of Tenth Avenue Holdings, LLC.
- Stock merger between client, Grubb & Ellis Company, a publicly traded commercial real estate services company, and NNN Realty Advisors.
- Sale of Rafael Apparel Group, Inc., a portfolio company of Cerberus Capital Management, to Perry Ellis International, Inc., a publicly traded designer, distributor and licensor of men's and women's apparel.
- Sale of First Sterling Financial, Inc., a leading syndicator of investment funds benefiting from low income housing tax credits, to Regions Bank.
- Sale of client Art Agency Partners, a premier art advisory firm, to Sotheby's.

- Representation of Sagaponack Partners, L.P., in connection with the acquisition, restructuring and disposition of Waterworks, a designer, manufacturer and distributor of high-end kitchen and bathroom fixtures.
- Representation of A&M Capital Opportunities in connection with its acquisition of Champion Optical Network Engineering, a leading designer, marketer and distributor of carrier grade optical transceivers.
- Sale of the affiliated global consulting firms J.S. Held LLC and Held Enloe & Associates, LLC to Lovell Minnick Partners.
- Acquisition of Dutchland Plastics, LLC, a contract rotational molding plastics manufacturer, by A&M Capital Opportunities.
- Representation of Tenth Avenue Holdings in connection with its lead venture investment in, and eventual acquisition of majority ownership and control of, Hello Products, LLC, a leader of organic oral care products.
- Sale of Recorded Books, a worldwide provider of unabridged audiobooks, digital content and services primarily to the libraries and educational market, to Wasserstein & Co.
- Representation of A&M Capital Opportunities in connection with its acquisition of Classic Brands LLC, a manufacturing, sourcing, distribution and logistics company in the sleep products industry.
- Carve out transaction with respect to the sale of the Apex Foot Health and Wellness division of client Aetrex Worldwide, Inc. to Orthotic Holdings, Inc.
- Acquisition of PackIt, a manufacturer and marketer of proprietary, foldable, reusable coolers, by Tenth Avenue Holdings.
- Sale of Triumph Learning, a publisher of state specific test prep materials for the K-12 market and a division of Hights Cross Communications, to School Specialty, Inc, a public company.
- Representation of Sagaponack Partners, L.P., in connection with the sale of Ustman Technologies, a provider of compliance information for underground storage owners, to Veeder-Root Company, a wholly-owned subsidiary of Danaher Corporation.
- Sale of Sonia Kashnuk, Inc., an eponymous designer, manufacturer and marketer of proprietary beauty products, in connection with its sale to Target Brands, Inc.
- Representation of issuer Grubbs & Ellis Company in connection with the public offering of a participating perpetual convertible preferred equity security.

## Admissions & Education

### Education

- University of Pennsylvania, Wharton School of Business cum laude graduate
- American University Law School, J.D., Articles Editor of Law Review

### Bar Admissions

- Member of the NY Bar

## Professional Affiliations

Member of the Board of Directors, JANA Partners Member of the Board of Directors, Auschwitz-Birkenau Memorial Foundation