Private Equity Alert

Weil

January 9, 2023

Keeping the IPO Door Open –

What Every PE Portfolio Company Should be Doing Now to Maintain Optionality for an IPO in the Future

By Alex Lynch, Lyuba Goltser, Barbra Broudy, Ashley Butler, Kaitlin Descovich and Michael Hickey

In 2022, many portfolio companies delayed their IPOs and will look to either go public or be acquired in 2023 or 2024 as markets improve. While many sponsors will exit their investment through a sale to a strategic buyer or another PE firm, there may be periods in the next year or two in which it is more advantageous to complete an IPO rather than an M&A deal. These market "windows" do not stay open forever, so it is critical for portfolio company management to be ready in the event an IPO is the desired path. In addition, many portfolio companies pursue a "dual track" process and consider both an IPO and a strategic sale at the same time to create price tension on the overall exit transaction. To maximize the pricing leverage from this process, the portfolio company needs to be ready to consummate an IPO if it is determined that the IPO route will generate the most value. With this in mind and given that markets may turn and IPO "windows" can open and shut quickly, below are key matters that every portfolio company can address now to keep the IPO option open and avoid significant delays in the IPO process.

Accounting

- Consider using a major accounting firm for audits to meet expectations of underwriters and IPO investors
- Prepare for audits under PCOAB standards, which are required for an IPO and are more stringent than AICPA standards
- Confirm auditor independence under PCAOB standards to avoid the need to seek a waiver from the SEC or replace auditors during the IPO process
- Be ready to prepare audits at the IPO company level
- Address potential material weaknesses or significant deficiencies

Material Agreements

- Analyze debt agreements to ensure the IPO as contemplated is permitted, and be cognizant of the restrictions on communication that a potential IPO imposes in communications to debt holders
- Review material agreements to determine which must be publicly filed with the IPO registration statement and to identify competitively sensitive information that should be handled differently
- Review all personal loans and other credit arrangements made by the company to its directors and executive officers to determine whether such extensions of credit would be prohibited if the company proceeds with an IPO and thus must be repaid or forgiven prior to publicly filing the IPO registration statement

Equity Awards

- Develop a methodology for establishing the value of equity awards granted to employees (including potentially obtaining contemporaneous independent valuations) during the 12-18 month period prior to the IPO
- Confirm equity award grant practices comply with securities laws, Rule 701 in particular, including the associated limits and information delivery requirements
- Consider the impact of an IPO on equity award vesting
- Consider lead time to develop a clawback policy that will be required for all listed companies (including controlled companies) and be mindful of errors that could result in a restatement triggering the policy

Financial Statements

- Consider preparing interim and quarterly results that are reviewed by auditors (a "SAS 100" review) as they are often required or otherwise used for marketing purposes during the IPO process
- Assess significance of any acquired business to determine whether financial statements of the target would be required to be included in an IPO prospectus and, if so, negotiate for access to the necessary historical financial information and plan for related comfort from the acquired company's auditors
- Consider the number and makeup of reporting segments, and whether they are consistent with how the company aggregates and reports information to the key operating decision-maker
- Consider reviewing the financial statement line item, non-GAAP and MD&A disclosure practices of public company competitors to assess whether to proactively make changes to accounting and disclosure practices in advance of an IPO

Environmental, Social and Governance (ESG)

- Evaluate and identify ESG issues in light of the growing importance of ESG in the IPO process and to the investment community
- Assess and address potential greenwashing concerns

Communications

- Keep the IPO in mind when establishing investor and public relations policies and practices

General

- Consider board composition early especially in light of diversity requirements imposed by stock exchanges, investors, proxy advisory firms and state legislation, as well as the Goldman Sachs diversity initiative, which provides that it will only take a company public if it has at least two diverse board members, one of which must be a woman
- Evaluate insurance coverage, particularly "management liability" policies well in advance of an IPO

Accounting

1. Consider using a major accounting firm for your audits as underwriters and IPO investors expect IPO companies to provide audits from such firms

Many portfolio companies select less expensive, smaller regional firms as auditors in order to save costs. Although this may help profitability as a private company, it could result in having to change auditors when pursuing an IPO. Investment banks prefer, and may demand, that an IPO issuer provide audits and a comfort letter from one of the Big 4 accounting firms or one of the other 2-3 larger national firms as part of the IPO. Switching auditors as you are trying to pursue an IPO will be time-consuming and expensive, often results in a restatement or change in accounting policies, and could result in missing the optimum IPO window. Also note that any change of auditors during the two most recent fiscal years or subsequent interim period is required to be disclosed in the IPO prospectus.

2. Prepare for audits under PCOAB standards, which are required for an IPO and are more stringent than AICPA standards

As a private company, you may have prepared your audited financial statements in accordance with AICPA standards which meets the requirements of most credit agreements and indentures and works for a sale of the company. For an IPO, however, the SEC requires financial statements to be audited under PCAOB standards. PCAOB standards are more stringent, have lower thresholds for materiality and testing, result in expanded footnote disclosure, and may result in changes in accounting policies or restatements to previously audited financial statements. These restatements may need to be disclosed and can raise issues with lenders and bondholders if they result in restatements of financial results in prior reported periods. Consider discussing the different standards and the impact of the application of these standards with your auditors in advance of an IPO so that you are prepared for the PCAOB audit if you decide to pursue an IPO.

3. Confirm that your auditors are independent under the more stringent PCAOB standards in order to avoid the need to seek a waiver from the SEC or to replace auditors during the IPO process

When selecting an auditor as a private company, many companies obtain audits from auditors that are independent under AICPA standards. While the application of this independence standard complies with requirements for a private company, your auditors will need to be independent under the more stringent PCAOB and SEC standards if you pursue an IPO. We have seen a number of instances where an auditor of a portfolio company is independent under AICPA standards but not under PCAOB standards. This is a particular risk for portfolio companies where the auditor may provide "prohibited services" to the sponsor's other portfolio companies. If your audit firm is not independent under PCAOB and SEC standards, you will have to either seek a waiver from the independence standards from the SEC's Office of the Chief Accountant or switch auditors, resulting in delay and expense and the need for potential adverse disclosure in the IPO prospectus.

4. Prepare to provide audits at the IPO company level

Many portfolio companies conduct audits at the borrower level under their credit agreement or bond issuer level in order to comply with the related covenants and do not conduct audits at the entity that was the issuer of the equity issued to management and/or the private equity sponsor. While there are often internal reorganizations prior to the IPO for tax or other reasons, the entity in the corporate structure that issues the equity to the sponsor and employees is frequently also the entity that is the issuer in an IPO. Portfolio companies should be ready to conduct a PCAOB audit at the applicable level, which may require the review and audit of entries that have not previously been subject to audit.

5. Address potential material weaknesses and significant deficiencies

In the IPO process and the related PCAOB audit process, it is not uncommon for companies and auditors to identify material weaknesses and significant deficiencies in internal controls over financial reporting. Many of these relate to the need for additional accounting and SEC reporting capabilities which can be addressed as part of the IPO process. Others that relate to ability to prepare accurate and auditable financial statements, such as use of manual processes to prepare

financial records or the lack of integration of the accounting systems of acquired companies, may be more time consuming and expensive to remediate and could create substantial diligence concerns for bankers during the IPO process. Any material weaknesses that are identified will need to be disclosed in the IPO prospectus and remedial measures must be disclosed in reports following the IPO until the material weakness is remediated. Establishing compliant and well-functioning controls to identify and remedy weaknesses or deficiencies in accounting and related disclosure processes is vital for functioning as a public company.

Financial Statements

6. Consider preparing interim and quarterly results that are reviewed by your auditors (a "SAS 100" review) as they will be required or desirable for an IPO

In an IPO, you will likely have to provide interim financial information, depending on timing. In addition, many underwriters suggest that you voluntarily include at least eight quarters of P&L information in the IPO prospectus. In order to include this interim information, the information will need to be subject to a review by your auditors, a so-called "SAS 100" review. You should consider preparing for a SAS 100 review of your quarterly financial information on an ongoing basis.

7. Assess significance of any acquired business to determine whether financial statements of the target would be required to be included in an IPO prospectus and, if so, negotiate for access to the necessary historical financial information

In addition to the company's historical financial information, up to two years of audited financial statements as well as interim financial statements of the target of a material acquisition or other business combination that is completed or probable are required in an IPO prospectus, depending on the size of the acquisition and its significance to the company (which is measured in a variety of complex ways, not all of which are intuitive). Pro forma financial information would also then be required to be included in the IPO prospectus. While there are exceptions and qualifications to these rules, a key risk to avoid is being unable to include the required audited financial statements in an IPO prospectus because you do not have, and cannot prepare, historical financial statements for an acquired business. To avoid this risk, assess the significance of an acquisition at the outset to determine whether financial statements of the target would be required if an IPO is ultimately pursued and, if it is likely that such information would be required, negotiate for the contractual right to obtain, on a timely basis, the necessary historical financial information of the target and any required comfort from the target company's auditors.

8. Consider the number and makeup of your reporting segments, and whether they are consistent with how your company otherwise aggregates and reports information to key decision makers

Companies that are engaged in more than one line of business or operate in more than one geographic area may be required to include separate revenue and operating data for their business lines or geographic areas as more than one operating segment. The SEC often focuses and comments on segment reporting during their review of an IPO prospectus. The SEC will review the financial statements, MD&A and other disclosures in the IPO prospectus and on the company's website, as well as any "testing the waters" and roadshow decks, to evaluate consistency in how the segments are presented and discussed. In addition, the SEC may request copies of internal segment reporting information that the chief operating decision maker receives to confirm that the company's internal reporting processes are consistent with the company's segment reporting. Significant operating segments generally cannot be aggregated for financial reporting purposes unless they share similar economic characteristics. As a result of the above, you should keep in mind that how information is aggregated and presented on the company's website, in press releases and other public disclosure, and to the company's chief operating decision maker should be consistent with how the company presents the information in the IPO prospectus. Having to redefine and recast segment information during the review period in response to SEC comments can add significant delay and expense to the IPO process.

9. Consider reviewing the financial statement line item, non-GAAP and MD&A disclosure practices of your public company competitors to assess whether you should proactively make any changes to your company's reporting, financial statement, key performance indicators and disclosure practices now in advance of an IPO

Consider benchmarking what your company's public company competitors or otherwise similarly situated public companies do with respect to the following: selection, makeup and description of line items included in the financial statements; non-GAAP financial information disclosure and other key performance metrics (e.g., EBITDA); and management's discussion and analysis (MD&A). To the extent a change to your company's existing practices in any of these respects makes sense (to align with what public companies do or otherwise), consider adopting the change now rather than waiting for the IPO process. Early adoption avoids having to make the change in retrospect to past periods and reduces potential delays or added expense in the IPO process.

Material Agreements

10. Analyze your debt agreements to ensure the IPO as contemplated is permitted, and be cognizant of the restrictions on communication that the potential IPO imposes in communications to debt holders

The change in the overall ownership of the company as a result of selling stock to the public in the IPO could trigger change of control provisions under a credit agreement (potentially resulting in an event of default) or indenture (potentially resulting in an obligation to offer to repurchase the bonds). In particular, existing credit agreements should be reviewed to determine whether an IPO would trigger the change of control provisions and cause an event of default so that, for example, the company can proactively obtain a waiver at an opportune time in advance of the IPO. In addition, if the entity that is going public is different from the obligors under the credit agreement, confirm that the borrower under the restricted payment and other covenants can dividend money to the IPO entity to pay for fees and expenses associated with the IPO. Finally, confirm the debt agreements (and, probably more likely in this regard, any shareholder agreements and operating agreements with significant business partners) do not restrict share issuances or require the proceeds of the IPO to be used in any particular way (e.g., swept to repay the debt).

As the IPO progresses, particularly after investment banks have been retained to undertake the offering, proceed with caution with respect to what is communicated to the administrative agent and lenders under the credit agreement. Securities laws impose communication restrictions that vary depending on the stage of the IPO. In general, communications with lenders should be factual in nature, limited to the type of information historically provided to the lenders and as required by the terms of the credit agreement, and, without prior discussion with the company's counsel, avoid referencing a potential IPO.

11. Review your material agreements to determine which must be publicly filed with the IPO registration statement and identify competitively sensitive information that should be handled differently

In light of the requirement that the company must file as an exhibit to the registration statement the company's material contracts (subject to limited exceptions), the company should review all of its existing material agreements (including debt agreements and agreements upon which the company's business is substantially dependent) for issues relating to disclosure of certain sensitive information or other disclosure-related issues, and consider these issues when entering any new material agreement. A consent or notice may be required by the terms of the agreement to file and disclose the agreement publicly. Any new material contract permits should permit you to comply with public reporting filing obligations. The SEC on a limited basis will allow companies to redact certain commercially or competitively sensitive information (e.g., trade secrets or certain financial information) contained in the agreements if such redacted information is not material and is the type that the company treats as private or confidential, or, in the case of compensation information, such disclosure would result in competitive harm. Information that is material to making an investment decision in purchasing the company's securities may not be redacted.

12. Review all personal loans and other credit arrangements made by the company to its directors and executive officers to determine whether such extensions of credit would be prohibited if the company proceeds with an IPO and to give the directors and executive officers enough time to repay or refinance such arrangements prior to publicly filing the IPO registration statement

The Sarbanes-Oxley Act prohibits an issuer from, directly or indirectly extending or maintaining credit, arranging for an extension of credit, or renewing an extension of credit, in the form of a personal loan to or for any director or executive officer, except in limited circumstances (such as certain cash advances to reimburse travel and similar business expenses). It is critical to review all loans and other credit arrangements with the company's directors and executive officers sufficiently far in advance of the public filing of the IPO registration statement to determine whether such loan and other credit arrangements will need to be repaid or refinanced from another capital provider, and provide the company's directors and executive officers enough time to do so prior to the filing of the registration statement. Also keep in mind that regardless of whether such loans have been repaid, their existence may have to be disclosed in the IPO prospectus as related party transactions.

Equity Awards

13. Develop a methodology for establishing the value of equity awards granted to employees (including potentially obtaining contemporaneous independent valuations) during the 12-18 month period prior to the IPO

In reviewing the prospectus during the comment process, the SEC typically makes inquiries about the methodology the company employed when establishing the value of equity awards granted to employees during the 12-18 month period prior to the IPO. If the SEC determines that the company issued equity awards at valuations substantially lower than the IPO price that cannot be otherwise supported or justified by changes in the company's financial performance or valuations of comparable companies ("cheap stock"), the company will likely have to incur a compensation expense that will have a negative impact on earnings and may result in a restatement, and the employees may be deemed to have received taxable income for U.S. income tax purposes. Note this cheap stock determination will be made in hindsight with the benefit of knowing the expected IPO price.

As a result, in anticipation of such inquiries, companies often obtain contemporaneous independent valuations by a qualified independent appraiser with respect to all equity awards during the 12 to 18 month period prior to the IPO process. This independent report, together with a detailed explanation of a well-crafted methodology for establishing the value of equity awards, can help resolve cheap stock inquiries from the SEC. In addition, as a company gets closer to the IPO, a company may consider granting options with a strike price equal to the IPO public offer price and subject to the IPO closing successfully. In any event, discuss your approach to the value of equity awards leading up to an IPO with your accountants, lawyers and compensation consultants at the outset of the IPO process.

14. Confirm equity award grant practices comply with securities laws, Rule 701 in particular, including the associated limits and information delivery requirements

All sales of securities, including the grant of equity awards, need to be made pursuant to an effective registration statement or an exemption from the registration requirements. Failure to comply with these requirements can mean that the company may be required to rescind the grant, repurchase shares and unexercised equity awards and recognize a contingent liability if the recipient does not participate in the repurchase. In addition, you will have to provide a representation and warranty regarding such compliance in the IPO underwriting agreement and confirm such compliance in the IPO registration statement.

As pre-IPO companies do not register equity award grants, the common (but not exclusive) exemption used for pre-IPO companies in this regard is Rule 701 of the Securities Act of 1933. Rule 701 provides, among other things, that the amount of securities that may be sold during any 12-month period (fixed or on a rolling basis, consistently applied) may not exceed the greatest of $1 million, 15% of total assets or 15% of the class outstanding. In addition, if the aggregate

sale price or securities sold during the applicable 12-month period exceeds $10 million, the company must provide certain disclosure a reasonable period of time before the date of sale (or, in the case of options, the date of exercise of the option), including a description of the material terms of the plan, risk factors and financial statements. As a result, the company should discuss with its securities counsel available securities law exemptions for granting equity awards, and unless an exemption other than Rule 701 is available, confirm equity grants are made within the Rule 701 limits and likely prepare and deliver the necessary disclosure package if the company reasonably anticipates the company may cross the $10 million threshold at any point. Grants to senior management, which often make up a significant portion of equity grants, may also be exempt pursuant to Regulation D (the private placement exception).

15. Consider the impact of an IPO on equity award vesting

Many equity awards have performance based vesting metrics that may be affected by an IPO, resulting in awards vesting at or shortly after an IPO. If restricted stock vests or restricted stock units are settled at the time of the IPO, it can result in withholding obligations for the company as well as tax consequences to the holders (who may not be able to sell any equity interests to meet the resultant tax obligations post-IPO as a result of securities law considerations or lock-up agreements). IPO vesting could also adversely impact employee retention. Companies may want to consider modifying performance based vesting metrics in connection with the IPO to time based or other types of vesting. In addition, many sponsors establish LLCs or LPs to hold their equity together with equity awards granted to employees. These structures are often reevaluated in connection with the IPO in order to align vesting and public company performance or to allow sponsors and management to individually manage post-IPO liquidity. In sum, companies should take vesting and potential tax and other consequences of equity awards, including disclosure for purposes of Section 16 of the Exchange Act, into account if an IPO is possible.

16. Consider the impact of new "clawback" requirements

The SEC has adopted rules directing the stock exchanges to adopt requirements for listed companies to develop, implement and comply with written recoupment or "clawback" policies, or be subject to delisting. Companies listed on NYSE and Nasdaq will be required to adopt and comply with written "clawback" policies requiring the recovery of erroneously awarded incentive compensation from current or former executive officers who received such compensation during the three fiscal years preceding the date on which the listed company is required to prepare an accounting restatement due to material noncompliance with any financial reporting requirement. The rule requires that listed companies must adopt a clawback policy for executives that will leave little discretion to the board of directors, apply irrespective of misconduct, and be triggered by restatements. The requirements will apply to all listed companies, including foreign private issuers, controlled companies, and debt-only issuers. The rules also require listed companies to provide disclosure about such policies and how they are being implemented. Companies should be mindful of errors that could result in a restatement triggering recoupment under such policy, which they will need to develop and adopt in connection with an IPO. Companies should also consider these new requirements holistically, as they design their public company compensation programs.

Environmental, Social and Governance (ESG)

17. Evaluate and identify ESG issues in light of the growing importance of ESG in the IPO process and to the investment community

Companies considering an IPO should recognize that ESG rapidly has become an integral focus of many investors' capital allocation considerations. Many investors now are keenly aware of the potential materiality of these non-financial risks, particularly those related to climate change, and view the best businesses as those that exhibit strong financial performance with sound ESG strategies and performance. While ESG disclosure remains voluntary in the United States, in March 2022 the SEC proposed new disclosure rules, which, if enacted, will require listed companies to disclose, among other things, information on human capital management and climate-related risks and associated risk management. Mandatory ESG reporting already exists in the European Union (EU) under the Sustainable Finance Disclosure

Regulation and is scheduled to expand in the next few years. For companies considering an IPO, the adoption and implementation and clear communication of ESG policies, goals and verifiable performance criteria prior to commencing the IPO process will provide IPO investment banks and potential investors with assurance that ESG issues are being thoroughly considered and addressed.

18. Assess and address potential greenwashing concerns

As companies and investors prioritize ESG, regulatory scrutiny of, and litigation risks surrounding, greenwashing, which is false, unsubstantiated, or outright misleading statements or claims about the sustainability of a product, service, or business, has increased substantially. Companies considering an IPO can mitigate greenwashing risks by carefully assessing their ESG-related disclosures, including any "green," "sustainable" or "environmentally friendly" claims, for accuracy, verifiability and consistency across difference forms of disclosure. A company's ESG goals can be ambitious but ultimately should be achievable and verifiable and provide context about the challenges that could prevent the company from meeting the goals. In many instances, conducting regular reviews of the company's ESG-related commitments and disclosures as part of their financial reporting controls environment and obtaining third party assurance of ESG data and metrics forming the basis of the company's ESG reporting may be prudent. Once deciding to IPO, a company should conduct due diligence designed to verify that any of its prior ESG-related statements are accurate and verifiable.

Communications

19. Keep the IPO in mind in establishing your investor and public relations policies and practices

Entering the formal IPO process (which is typically at the point of selecting underwriters) triggers significant restrictions on your ability to communicate publicly. These restrictions – many of which are counterintuitive and are not limited to a formal offer of securities in the IPO – prohibit conditioning the market by increasing the communications activity of the company, communicating with potential IPO investors or communicating information that isn't focused on marketing the company's products and services but on the benefits of the company as an investment. It is generally advisable not to discuss an IPO or the company's financial projections publicly for a number of reasons, including:

- Risk of violating the securities laws
- Creating a market expectation that you might not meet
- Reducing the benefit you might gain from the confidential filing process
- Raising risk of liability

One of the major considerations in determining if certain types of communications are permitted during the IPO process is whether the communication is consistent with past practice in terms of the type of information conveyed and the manner and frequency of the communication. Companies rely on this in order to continue to convey financial and forward-looking information to their existing investors and lenders during the IPO process. Subject to the caveat above, your existing communications profile will also allow you to continue to convey information to the public (consistent with past practice) during the IPO process. As a result, you should consider and balance the benefits that establishing this practice will provide during the IPO process in determining your investor and public relations profile as a private company.

General

20. Take into account board composition, including diversity requirements

Board composition remains a focal point for investors and regulators alike. Although legislation seeking to mandate board diversity has seen setbacks in states like California, market forces continue to demand and influence greater board diversity. For companies considering an IPO, the focus on diversity is particularly acute as a result of the Goldman Sachs policy that it will not underwrite an offering of a company that does not have at least two diverse board members, one of

which must be a woman. A company that lists on the Nasdaq will be required to comply with diversity disclosure requirements of the self-identified gender, race, ethnicity and sexual orientation characteristics of board members, in the aggregate, within a year following listing and composition requirements based on the board's size within two years following listing. Additionally, the voting policies of ISS and Glass Lewis hold board members accountable for a diverse membership. Specifically, ISS requires at least one gender diverse director at all companies and at least one racially/ethnically diverse director at Russell 3000 or S&P 1500 companies and Glass Lewis requires at least 30% gender diverse directors at all Russell 3000 companies, at least one director from an underrepresented community at Russell 1000 companies. The SEC's regulatory agenda for 2023 also includes proposed rule amendments to enhance disclosure around board diversity. The SEC's proposed cybersecurity and climate change disclosure rules, when finalized, will also likely impose additional requirements on disclosure relating to board composition. As a result, companies should begin to consider gender, racial and ethnic diversity as well as cybersecurity and climate expertise in evaluating the board's current composition and future recruiting efforts.

21. Review your management liability insurance

As private companies contemplate an initial public offering, one important consideration is to conduct a rigorous assessment/analysis of all current insurance programs, with a particular emphasis upon "management liability" lines of insurance coverage. These insurance programs typically encompass directors' and officers' ("D&O") liability insurance, employment practices liability insurance ("EPL") (covering matters such as race, age and gender-based discrimination allegations) and fiduciary liability insurance (for alleged violations of ERISA- i.e., the Employee Liability Income Security Act of 1974). Additional types of insurance programs include commercial crime insurance (covering matters such as employee dishonesty and fraudulent impersonation) and cyber liability coverage. Most private companies have "blended" insurance programs which cover each of the aforementioned areas of liability within one aggregate limit of liability. Public companies typically have coverage for each of these areas of exposure on a segregated or "stand-alone" basis. During the period before an IPO target date (preferably six to nine months beforehand) companies should consult with an insurance broker that has experience and expertise with respect to IPOs. The broker should be able to provide industry-specific peer benchmarking data to assess adequacy of limits of liability (in most situations, particularly with respect to D&O, multiple insurers will be required), self- insured retentions/deductibles, and insurer selection. Insurer selection is a very important consideration, as the newly public company will want to partner with insurers that have experience in handling claims, which are often very sophisticated and complicated in nature. Insurance marketplace conditions are often quite volatile, depending upon the availability of insurance capacity, pricing fluctuations and the frequency and severity of claims activity at any particular point in time. In short, it is never too early to review the entire current insurance portfolio and develop contingency plans well in advance of the anticipated IPO.

*** * ***

Private Equity Alert is published by the Private Equity practice group of Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, +1 212 310 8000, www.weil.com.

The Private Equity group's practice includes the formation of private equity funds and the execution of domestic and cross-border acquisition and investment transactions. Our fund formation practice includes the representation of private equity fund sponsors in organizing a wide variety of private equity funds, including buyout, venture capital, distressed debt, and real estate opportunity funds, and the representation of large institutional investors making investments in those funds. Our transaction execution practice includes the representation of private equity fund sponsors and their portfolio companies in a broad range of transactions, including leveraged buyouts, merger and acquisition transactions, strategic investments, recapitalizations, minority equity investments, distressed investments, venture capital investments, and restructurings.

If you have questions concerning the contents of this alert, or would like more information about Weil's Private Equity practice group, please speak to your regular contact at Weil or to the authors:

Authors

Alexander Lynch (NY)	View Bio	alex.lynch@weil.com	+1 212 310 8971
Lyuba Goltser (NY)	View Bio	lyuba.goltser@weil.com	+1 212 310 8048
Barbra Broudy (NY)	View Bio	barbra.broudy@weil.com	+1 212 310 8744
Ashley Butler (NY)	View Bio	ashley.butler@weil.com	+1 212 310 8855
Kaitlin Descovich (DC)	View Bio	kaitlin.descovich@weil.com	+1 202 682 7154
Michael Hickey (NY)	View Bio	michael.hickey@weil.com	+1 212 310 8050