



## → Adam Shipley

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Adam Shipley is a partner in the firm's Corporate Practice Group in New York City.

### Areas of Practice

Adam advises buyers and sellers in acquisition of company transactions, growth capital transactions and cross border transactions. Adam is a practical minded lawyer, who focuses on solving problems and getting deals done efficiently and in a manner that best promotes his client's commercial objectives. Adam has extensive experience in the industrial, manufacturing, healthcare, life sciences and energy sectors, though he has advised on matters in many other industry sectors as well (representative experience by industry follows under the Experience heading). Adam also has extensive experience in cross border transactions.

### Recent Representations

- Ardian North America Direct Buyouts in the acquisition of Acousti Engineering Company of Florida (2020);
- A private equity sponsor in the acquisition of a hospitality/tourism company (party names and deal terms not publicly disclosed) (2020);
- Cigna Inc. in the design and implementation of a national risk-sharing strategic alliance with Oscar Health (2020);
- Primary Energy (a portfolio company of Fortistar) in the sale of 50% of the equity of Primary Energy to SDCL Energy Efficiency Income Trust (2020);
- AKA Enterprise Solutions in its sale to HSO, a portfolio company of The Carlyle Group (2020);
- A Fortune 500 company in the acquisition of a venture backed company (party names and deal terms not publicly disclosed) (2019);
- Ardian North America Direct Buyouts in its acquisition of Colonial Bag Corporation (2019);
- Jinxin Fertility Group in its U.S. \$390 million global offering and IPO on the Main Board of the Hong Kong Stock Exchange (2019);
- Fluent, Inc. (Nasdaq:FLNT) in its acquisition of AdParlor (2019);
- Corporate members of Fidelis Care in the \$3.75 billion sale of Fidelis Care to Centene Corporation (2018);
- Guzman Energy Group in its \$130 million equity and mezzanine financing facility investment by Vision Ridge Partners and ZOMA Capital (2018);
- Aretex Capital Management in the spin-off from existing platform and creation of a new private equity platform, including equity provided by Goldman Sachs and ICG Capital (2018);

- Aretex Capital Partners in its acquisition of Alerian (2018);
- Aretex Capital Management in the acquisition of senior securities of Building Energy 1 Holdings plc (2018);
- Aretex Capital Management in the acquisition of minority equity interest in Surgical Specialties Corporation (2018);
- Off Road Capital Partners in the acquisition of the Santa Monica Pier amusement park (2018);
- Ardian North America Direct Buyouts in its acquisition of Revere Plastics Systems (2018);
- Montefiore Medical Center in its joint venture with Crystal Run Healthcare (2018);
- CA, Inc. (Nasdaq: CA) in its acquisition of Runscope Inc. (2017); and
- Ardian North America Direct Buyouts in its acquisition of Dynamic Technologies S.p.A. (2017).

## Pro Bono Matters

Adam believes in providing pro bono legal services for worthy causes. Adam is outside corporate legal counsel to Circulate San Diego, which is a grassroots organization promoting walkable, bikeable and sustainable development in the San Diego region. Adam periodically provides corporate governance advice to GLAAD. Adam also recently won a pro bono asylum case

## Honors

Rising Star, San Diego *Super Lawyers*, 2020-2021

## Experience

### Pharmaceutical, Medical Device and Medical Technology

- Legal and transactions counsel to Livivos, Inc., a company with a development stage medical diagnostic technology.
- Legal and transactions counsel to Sapient Bioanalytics, a full-service bioanalytical research organization.
- Represented Lyophilization Services of New England, Inc., a portfolio company of Permira, in its sale to PCI Pharma Services.
- Represented Nipro Corporation, a medical device manufacturer and distributor headquartered in Japan, in its acquisition of Infraredx, Inc., a manufacturer of medical imaging systems.
- Represented Aretex Capital Management in the acquisition of minority equity interest in Surgical Specialties Corporation.
- Represented Multi Modal Imaging Corporation, an IP licensing company that holds IP relating to advanced MRI technology used in executive health/human longevity services, in its venture financing by and joint venture with an affiliate of the Malaysian conglomerate Genting Berhad.
- Represented DR Systems, Inc., a manufacturer of medical imaging information systems, in connection with its sale to Merge Healthcare.
- Represented Fosun Group, an investment conglomerate headquartered in Shanghai, China, in connection with its investment in Saladax Biomedical, Inc., a development stage pharmaceutical company.
- Represented venture capital sponsor Kleiner Perkins Caufield & Byers in connection with the spin-off and Series A Preferred Stock financing of True North Therapeutics, Inc., a development stage pharmaceutical

company.

- Represented venture capital sponsor Kleiner Perkins Caufield & Byers in connection with its financing of iPierian, Inc., a development stage pharmaceutical company.
- Represented Elcelyx, Inc., a development stage pharmaceutical company, in its spin-off of certain assets.
- Represented Atara Biotherapeutics, Inc. and its sister companies (Nina Biotherapeutics, Inc., Pinta Biotherapeutics, Inc., and Santa Maria Biotherapeutics) in connection with a Series A Preferred Stock financing.

## Healthcare

- Represented Cigna Inc. in the design and implementation of a national risk-sharing strategic alliance with Oscar Health.
- Represented the Archdiocese of New York, the corporate member of Fidelis Care, New York's largest Medicaid managed care plan, in the \$3.75 billion sale of Fidelis Care to Centene Corporation, the nation's largest Medicaid managed care plan provider.
- Represented Jinxin Fertility Group in its U.S. \$390 million global offering and IPO on the Main Board of the Hong Kong Stock Exchange.
- Represented Montefiore Medical Center in connection with a joint venture with Crystal Run Healthcare.
- Represented March Vision Care, a vision care benefits administrator, in its sale to UnitedHealth Group.
- Represented Visalia Medical Clinic, a multi-specialty medical group practice, in its affiliation with the Kaweah Delta Health Care District through the creation of the Kaweah Delta Medical Foundation.
- Represented two large medical groups in Orange County, California in their consolidation into one medical group consisting of approximately 250 physicians.
- Represented Heritage Development Organization (an affiliate of Heritage Provider Network) in its negotiation of the Physician Network Development and Care Coordination Collaboration Agreement with Fresenius Medical Care.
- Represented Sansum Clinic in connection with its acquisition of Sansum Clinic Pharmacy.
- Represented two surgery centers in Southern California in connection with the sale of a controlling interest in the surgery centers to a private equity sponsor.
- Represented buyer in connection with its acquisition of a dialysis center in Houston, Texas.

## Information Technology, Software and Online

- Represented a Fortune 500 company in the acquisition of a venture backed company (party names and deal terms not publicly disclosed).
- Represented CA, Inc. (Nasdaq:CA), a software company, in connection with its acquisition of Runscope Inc., a developer and provider of API applications.
- Represented Fluent, Inc. (Nasdaq:FLNT) in its acquisition of AdParlor.
- Represented I Drive Safely, LLC, a provider of online driver safety schools in more than 40 states, in connection with its sale to Compass Capital Partners, L.P.
- Represented TargetSolutions, Inc., a provider of online management solutions for public agencies, in connection with its sale to RedVector.com, LLC.

- Represented SiliconSystems, Inc., a manufacturer of solid state memory devices, in connection with its sale to Western Digital Corporation.
- Represented Pomeroy IT Solutions, Inc., a provider of information technology products and services, in connection with its sale to Platinum Equity, LLC.
- Represented Z57, Inc., a leading provider of web sites, lead management and lead generation solutions for real estate agents, in connection with its sale to Constellation Software, Inc.
- Represented Scorestream, Inc., a mobile app for high school and local sports scores and updates, in connection with its Series Seed Preferred Stock financing.
- Represented Samba Holdings, Inc., a provider of driver safety data to employers and school districts, in connection with its sale to Cerca Group, LLC.
- Represented Lenco Mobile Inc., a provider of internet and mobile phone advertising solutions, in its acquisition of assets from Superfly Advertising, Inc.
- Represented Lenco Mobile Inc., a provider of internet and mobile phone advertising solutions, in its acquisition of iLoop Mobile, Inc.
- Represented Trooval.com, Inc. in connection with its sale of Series A-1 Preferred Stock to venture capital group North Bridge Venture Partners.

## Energy

- Represented Primary Energy Recycling Corp, a portfolio company of Fortistar, in its sale of 50% of the equity of Primary Energy to SDCL Energy Efficiency Income Trust;
- Represented Guzman Energy Group in its \$130 million equity and mezzanine financing facility investment by Vision Ridge Partners and ZOMA Capital.
- Represented Aretex Capital Partners in its secondary acquisition from ZZ Capital of its stake in Building Energy 1 Holdings plc, a global independent power producer of renewable energy.

## Hospitality & Entertainment

- Represented Off Road Capital Partners in the acquisition of the Santa Monica Pier amusement park.
- Represented Rizvi Traverse Management, a private equity sponsor, in a going private transaction of Playboy Enterprises, Inc.
- Represented a private equity sponsor in the acquisition of a hospitality/tourism company (party names and deal terms not publicly disclosed).
- Represented a private investor in connection with the acquisition of three franchised restaurants in San Diego County (party names and deal terms not publicly disclosed).

## Financial

- Represented Aretex Capital Partners in its acquisition of Alerian, the developer of the energy benchmark Alerian MLP Index.
- Represented Lockton Insurance in connection with a joint venture with Antarctica Capital to create a business focused on insurance capital markets.
- Represented Frontera Investment, Inc., a chain of retail check cashing, payday loan, wire and pawn stores, in connection with its sale of Series A Preferred Stock to Metropolitan Retail Capital, LLC.

## Manufacturing, Construction and Industrial

- Ardian North America Direct Buyouts in the acquisition of Acousti Engineering Company of Florida, a specialty ceiling and flooring subcontractor for acoustically sensitive projects.
- Represented Ardian North America Direct Buyouts in its acquisition of Colonial Bag Corporation, a manufacturer of industrial strength bags.
- Represented Ardian North America Direct Buyouts in its acquisition of Revere Plastics Systems, a manufacturer of plastic injection molded products.
- Represented Ardian North America Direct Buyouts in its acquisition of Dynamic Technologies S.p.A., a manufacturer of automobile engine components.
- Represented Trench Plate Rental Co., a provider of trench protection equipment service and solutions to the construction industry, in connection with its sale to Oaktree Capital Management, L.P.
- Represented Electro Rent Corporation, a lessor and reseller of electrical test equipment with operations in the United States, China and Europe, in connection with its sale to Platinum Equity in a \$382 million going private transaction.
- Represented National Technical Systems, Inc., a provider of testing, inspection and certification solutions, in connection with its sale to Aurora Capital Group.
- Represented Hunter Industries Incorporated, a manufacturer of irrigation equipment, in its acquisition of FX Luminaire, Inc., a manufacturer of landscape lighting fixtures.
- Represented Kratos Defense & Security Solutions, Inc. (Nasdaq:KTOS) in its tender offer for up to \$175 million aggregate principal amount of its 7.000% Senior Secured Notes.

## Retail & Service

- Represented Amazon.com in its acquisition of Fairway Grocery Store locations in a bankruptcy auction.
- Represented AKA Enterprise Solutions, a technology consulting services firm, in its sale to HSO, a portfolio company of The Carlyle Group located in the Netherlands.
- Represented Two Jinn, Inc., the owner of the 52 Aladdin Bail Bonds retail locations in the western United States, in its sale to Endeavour Capital Partners.
- Represented Eplica, Inc., a temp worker agency, in its acquisition of assets from Contractor's Employment Services, Inc..

## Articles

- JOBS Act Eases IPOs  
*The Recorder*, 02.07.2013

## Blog Posts

- "Clean Up on Aisle 12! The Obamacare Pop-Up Store is Open but Stocks are Limited," November 3, 2017
- "ACA Cost-Sharing Reductions— A Momentary Reprieve and Ongoing Doubts," August 25, 2017
- "Final Market Stabilization Rules – How Stable is Stable?" April 21, 2017
- "Smaller Reporting Companies Given Additional Time to Comply with Auditor Attestation Report on Internal Control over Financial Reporting," October 5, 2009

- "SEC approves NYSE Rule change regarding Broker Non-Votes," July 15, 2009

## Practices

Corporate

Mergers and Acquisitions

Emerging Company & Venture Capital

Public Company Corporate Governance and Compliance

Healthcare

## Industries

Emerging Company & Venture Capital

Healthcare

Private Equity

## Education

J.D., Notre Dame Law School, *cum laude*, 2006

B.A., Vanderbilt University, *cum laude*, with honors, 2003

## Admissions

New York

California