



David S. Nelson

Member

Philadelphia

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David concentrates on mergers and acquisitions, private equity and debt financings, and venture capital transactions. He also advises public and private emerging growth companies with respect to a range of corporate activities, including corporate finance, securities law compliance, contracts, and corporate governance.

A significant portion of David's practice centers on startups and emerging companies. His understanding of what it takes to turn an idea into a company enables David to guide his clients through that transition. David advises clients in connection with a full range of issues that arise during the startup phase of an organization, such as formalizing relationships among the entity's founders, drafting key organizational documents and contracts, and protecting the company's assets.

David's first-hand experience working for a startup company lends him an insider's appreciation of the importance of protecting the ideas that form a new company's nucleus. He provides the analysis and advice necessary to help clients strike a balance between the need for such protection and the high costs often associated with securing it.

He also has years of experience with financings and venture capital transactions. His experience representing both venture capitalists and entrepreneurs seeking investors informs each deal David handles and gives him a unique, 360-degree perspective. He is particularly sensitive to the marketing side of financing and helps his emerging business clients position themselves for optimal success in this regard, including initiating contact with potential investors. Conversely, he is adept at working from the venture capitalist's side of the table to ensure that the client's investment is sound.

David earned his undergraduate degree from Haverford College, his Master of Business Administration from the University of Chicago Booth School of Business, and his law degree from the University of Chicago Law School.

Experience

Represented Beachbody, LLC, a leading marketer of health and fitness programs and products (i.e., P90X, Insanity), in the growth capital investment by LNK Partners.

Represented NewSpring Capital in connection with its \$15 million Series E preferred stock investment in IfByPhone, Inc. (d/b/a Dialogtech), a provider of a voice-based marketing automation platform, to fund IfByPhone's acquisition of Mongoose Metrics, a provider of call tracking, measurement, and attribution software solutions.

Represented La Colombe Torrefaction, INC., a nationwide coffee roasting company with both wholesale and retail operations, in a recapitalization and \$28 million sale of a majority interest to Goode Partners, and then in a subsequent recapitalization and investment by a third-party investor.

Represented Biomeme, Inc., developer of a patented, real-time PCR thermocycler device for gold-standard DNA analysis utilizing a smartphone, in connection with raising over \$2 million in seed funding and related organizational, intellectual property, and co-development agreements.

Practice Areas

- Corporate
- Emerging Business & Venture Capital

Industry Sectors

- Health Care & Life Sciences
- Media & Entertainment
- Venture Capital

Education

- University of Chicago Law School, J.D., 2000
- University of Chicago, M.B.A., 1997
- Haverford College, B.A., 1992

Bar Admissions

- Pennsylvania

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Represented Cloudamize, a provider of cloud-based resource optimization solutions, in obtaining over \$2 million in seed funding from investors lead by MissionOG, a local early-stage venture capital firm.

Sponsor of the DreamIt Ventures technology and health care start-up accelerator programs, offering counsel and advice to more than 30 early-stage companies in the last five years.

Represented Anexinet Corp., a leading systems integration and technology management firm, in its recapitalization agreement with Marlin Management Company, LLC.

Represented NewSpring Capital in a \$13 million investment in the Series A Convertible Participating preferred stock of SiteSpect, Inc. by one of NewSpring's dedicated technology and business services growth funds, NewSpring Growth Capital III, LP. SiteSpect is a developer of website optimization platforms utilizing patented technology to enable online businesses to significantly improve key metrics such as conversion rates and revenue.

Represented a media company in connection with the sale of television station assets to one of the largest television station owners in the United States.

Represented Florida Specialty Insurance Company in a \$28 million debt and equity financing in connection with its acquisition of Safeway Property Insurance Company. The debt financing for this deal included a \$10 million senior debt facility from an investment manager out of Switzerland exclusively focused on insurance investing, and the lender required that this debt be structured as if it were a public offering of securities in the United Kingdom. The equity financing included a complex mix of common stock, warrants, and multiple series of preferred stock, and closing the transaction required the redomestication of the target company.

Represented NewSpring Capital in connection with its \$10 million Series E preferred stock investment in Innovid, a video technology platform provider. NewSpring was the lead investor in this financing round of \$15 million.

Represented NewSpring Capital as lead investor in a round of \$10 million in the Series C preferred stock of FirstBest Systems, Inc., a provider of insurance software solutions for global property and casualty insurers.

Represented NewSpring Capital as lead investor in a round of \$12 million in the Series A preferred stock of 3Pillar Global, a product development partner creating software.

Represented Sidecar Interactive, Inc., a provider of e-commerce marketing technology, in obtaining \$8 million in Series B funding in an investment round led by Ascent Venture Partners.

Represented NewSpring Capital in connection with a co-investment, along with Revolution Growth and Comcast Ventures, of \$56 million in Interactions, LLC, a leader in speech and natural language technology solutions. This transaction was a multidisciplinary effort involving complex patent issues, and drew upon the experience of attorneys in the firm's Corporate and Intellectual Property Departments.

Represented Pilot Air Freight Corp., a private air freight logistics, package forwarding, and delivery company, in connection with the sale of a controlling interest in the company to ATL Partners and British Columbia Investment Management Corp. The transaction required a complex reorganization of Pilot and its subsidiaries and drew on the experience of the firm's corporate, employee benefits, real estate, intellectual property, tax, and aviation regulatory attorneys.

Represented a state-of-the-art bourbon distillery as the issuer in a significant Series A financing transaction.

Represented Beachbody, LLC, in a preferred equity investment from The Raine Group LLC.

Represented Beachbody, LLC in its acquisition of Gixo Inc., an on-demand fitness app, through a two-step merger transaction.

Represented Alliance Pharma PLC, a developer of therapeutic and diagnostic products, in its sale of Alliance Contract Pharma to Altasciences Holdings, a contract research organization based in Quebec. This transaction drew on the experience of the firm's corporate, tax, and employee benefits and executive compensation attorneys.

Represented Rosemont Investment Group, LLC, a permanent capital investor in asset and wealth management firms, in its acquisition of a minority equity interest in 1607 Capital Partners, LLC, a boutique investment management firm, specializing in closed-end funds, with approximately \$3.7 billion under management.

Secured voluntary dismissal of a "bet-the-company" lawsuit filed against our client, a start-up company in the software development industry. The plaintiff was a strategic investor which abruptly demanded that the client pay a convertible promissory note in full. The key issue in the case was whether Simple Agreements for Future Equity constituted "equity securities" or "securities convertible into equity securities" that triggered conversion of the note under its express terms. The Cozen O'Connor team secured a favorable ruling from the U.S. District Court for the Eastern District of Pennsylvania on this issue, and secured the exclusion of the plaintiff's expert witness from trial, and the plaintiff conceded defeat. This matter drew on the experience of the firm's corporate and commercial litigation attorneys.