



Jason M. Shargel

Member

Philadelphia

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Jason has more than 35 years of experience in the private practice of corporate and securities law. Having begun his career in the SEC's Enforcement Division, Jason's practice includes mergers and acquisitions, as well as the representation of issuers and funds in venture capital, growth capital, and other private equity financings. He has also represented issuers in a wide variety of public and private offerings of debt and equity securities.

Among his honors, Jason has been named the M&A Lawyer of the Year in Philadelphia by *Best Lawyers in America* for 2016 and again for 2018. He has also been selected by Best Lawyers in America from 2006 through 2018 in Philadelphia for Corporate Law and for Mergers and Acquisitions, as well as recognized as one of the top ten Corporate/M&A: Securities lawyers in Pennsylvania by Chambers & Partners USA for each year from 2007 through 2019.

Jason earned his law degree, *magna cum laude*, from the University of Pennsylvania Law School, where he was an editor of the law review and a member of the Order of the Coif, and his undergraduate degree, *magna cum laude*, from Columbia University. Following law school, he served as a law clerk to the Hon. A. Leon Higginbotham, Jr. on the U.S. Court of Appeals for the 3rd Circuit.

Experience

Represented eMarketer, Inc., the leading aggregator of information on trends in media and technology, in connection with its acquisition by one of the world's largest digital publishers, Axel Springer, in a complex and reverse merger transaction for a purchase price of approximately \$242 million.

Represented two apparel manufacturers with domestic and Central American operations in their sale to an affiliate of Apollo Global Management, LLC which is forming an apparel supply chain company in connection with a strategic partnership with Nike.

Represented Clark Capital Management Group, Inc. in connection with the sale of a large portion of its investment advisory business to AssetMark, Inc. The asset purchase agreement was negotiated in a compressed time frame and involved complicated issues relating to separating the portion of the business being sold from that being retained.

Represented investors in purchasing convertible preferred limited liability company interests in a business that utilizes food waste from supermarkets and other sources to produce fertilizer, animal feed, and other products.

Represented owners of apparel business with operations in the United States, Caribbean, and China in a sale to a Hong-Kong-based strategic buyer. The transaction involved a complex pricing structure, the split-off of Caribbean and Chinese manufacturing facilities that were not sold, and on-going contractual arrangements between those manufacturing facilities and the buyer.

Represented Thalheimer Brothers, LLC, a large Philadelphia scrap metal company, in its sale to Audax Management Company, LLC, a private equity firm, which resulted in principals of Thalheimer owning a minority interest in the company.

Practice Areas

- Corporate
- Mergers & Acquisitions
- Securities
- Emerging Business & Venture Capital

Education

- University of Pennsylvania Law School, J.D., *magna cum laude*, 1977
- Columbia University, B.A., *magna cum laude*, 1974

Bar Admissions

- Pennsylvania

Affiliations

- Pennsylvania Bar Association

Awards & Honors

- IFLR 1000, Highly Regarded, 2019
- 2016 and 2018 M&A Lawyer of the Year in Philadelphia by Best Lawyers in America
- Best Lawyers in America 2006-2019
- Chambers & Partners USA: Corporate/M&A: Securities 2007-2019
- Pennsylvania Super Lawyers 2006

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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 a private family buyer in the acquisition of a digital signage solutions business through a bankruptcy sale.

Represented venture stage companies, including an online college guide, a marketer of fitness products, and a provider of televised traffic information, in capital raising and strategic partnering transactions.

Represented private equity clients in a series of control and minority investments, recapitalizations, and dispositions.

Represented the owners of a sugar refining business in combining their business with a strategic partner.

Represented a venture-backed specialized software business in the sale of its business to a private equity-backed strategic buyer.

Represented a tire distributor in the sale of its business to a private equity buyer.

Represented owners of a bank holding company in a corporate reorganization.

Represented the owner of a pet food distribution business in its sale to a private equity fund-sponsored platform company. The transaction involved a customized earnout in the form of contingent options to purchase stock of the acquirer, as well as the rollover of a substantial portion of the seller's proceeds into stock of the acquirer.

Served as legal counsel for the special committee of the audit committee of IGATE Corporation that entered into a Conversion and Exchange Agreement with Viscaria Limite. Pursuant to the agreement, Viscaria voluntarily exercised its option to convert all of its 330,000 shares of the company's eight percent Series B Convertible Participating preferred stock into 21,730,290 shares of the company's common stock and received a cash payment of \$80 million from IGATE.

Served as legal counsel for the special committee of Resource Capital Corporation in its review of a request for a waiver of rights under a management agreement in connection with a strategic transaction involving the parent of its manager.

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