



Jeremiah G. Garvey

Member

Pittsburgh

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Jeremy focuses his practice on securities-related transactions and corporate governance, specifically in connection with private capital financings and public offerings, and the organization, funding, and ongoing representation of emerging growth technology companies and venture firms.

Jeremy handles the public offerings of securities, representing both issuers and underwriters, and is experienced in the underwritten offerings of equity securities, as well as 144A private placements of high-yield debt securities. In addition, he works closely with public company issuers on securities law compliance, general corporate guidance, and governance and equity-based compensation issues.

Jeremy's clients include retailers, software and information technology companies, venture capital and private equity funds, drug discovery companies, insurance companies, medical device makers, oil and gas companies, robotics companies, mobile and wearable computer manufacturers, bioinformatics companies, e-commerce providers and facilitators, information services providers, medical device manufacturers, investment banking firms, and telecommunication companies. In addition to his private company and securities focus, Jeremy's practice extends to venture and angel financings, private and public company mergers and acquisitions, complex corporate transactions, and all forms of commercial arrangement negotiations.

Jeremy has been included in *The Best Lawyers in America*® list each year since 2006 and was named "Pittsburgh Securities/Capital Markets Lawyer of the Year" (2014), "Pittsburgh Mergers & Acquisitions Lawyer of the Year" (2011), and "Pittsburgh Corporate Lawyer of the Year" (2019). In recognition for delivering "absolutely outstanding client service," Jeremy has been named by clients to the BTI Client All-Star list twice. He was also ranked by Chambers & Partner's USA and named to the Pennsylvania Super Lawyers Rising Stars list from 2005 to 2007. Jeremy is a member of the board of directors of Othot, a cloud-based predictive analysis company.

Experience

Public Companies and Capital Markets

- Represented a consortium formed by Berkshire Hathaway and 3G Capital as Pennsylvania transaction counsel of the acquisition of H.J. Heinz Company, including representation in the 144A bond offerings and credit arrangements financing the transaction.
- Represented Dick's Sporting Goods in its securities-related transactions and acquisitions, including its acquisitions of Golf Galaxy, Chick's Sporting Goods; its tender offer acquisition of Galyan's Trading Company; and its 144A Senior Convertible Notes Offering.
- Represented CNX Gas Corporation, a newly formed company comprising substantially all the gas business of CONSOL Energy, in an agented private placement and CNX Gas' related initial public registration.
- Represented the U.S. operating company of Senior plc in its ongoing acquisition program, including its acquisitions aerospace parts manufacturers GAMFG Precision, LLC, Damar Machine Company, WahloMetroflex, Inc., Capo Industries, Inc., Absolute Manufacturing, Inc., Aerospace Manufacturing

Practice Areas

- COpilot: For Your Entrepreneurial Needs
- Corporate
- Emerging Business & Venture Capital
- Securities

Industry Sectors

- Venture Capital

Education

- University of Pennsylvania Law School, J.D., 1995
- Colgate University, B.A., 1991

Bar Admissions

- Pennsylvania
- Massachusetts
- Florida

Awards & Honors

- 2019 Corporate Lawyer of the Year in Pittsburgh by The Best Lawyers in America
- 2014 Securities/Capital Markets Lawyer of the Year in Pittsburgh by The Best Lawyers in America
- 2011 Mergers & Acquisitions Lawyer of the Year in Pittsburgh by The Best Lawyers in America
- Best Lawyers in America 2006-2020
- Pennsylvania Super Lawyers "Rising Star" 2005-2007
- Chambers & Partners USA 2019

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Technologies, Inc., and Sterling Machine.

- Represented the independent committee of the Wheeling-Pittsburgh Steel Corporation board of directors throughout the company's merger with Esmark Inc., which culminated in a transaction that closed with a combined market cap in excess of \$1 billion.
- Represented PDC Energy's Special Committee of the Board of Directors in a series of 13E transactions.
- Represented a provider of retirement and long-term care services in a conduit loan refinancing for one of its assisted living residence portfolios.
- Represented Attis Industries, Inc. in the closing of its placement of senior secured convertible notes with an initial principal amount of \$5.4 million, and warrants for the purchase of an aggregate of 4,532,500 shares of common stock having a per share purchase price of \$0.60, which resulted in gross proceeds to the company of \$4.9 million (including a \$300,000 offset of certain of the company's outstanding indebtedness). On the closing date, the company also fully satisfied its outstanding obligations under its prior credit facility with Goldman Sachs Specialty Lending Group, L.P. in an amount of approximately \$8.7 million by: (i) making a cash payment of \$3 million and (ii) issuing to Goldman Sachs & Co. LLC 2,500 shares of Series F Preferred Stock.
- Represented Attis Industries, Inc. (f/k/a Meridian Waste Solutions, Inc.) as borrower in connection with the closing of a Second Restated Credit and Guaranty Agreement by and among the company, its direct and indirect wholly owned subsidiaries, and Goldman Sachs Specialty Lending Group, L.P.
- Represented a global provider of brand solutions, memorialization products, and industrial products in its Rule 144A and Regulation S \$300 million senior notes offering. This transaction drew on the experience of the firm's corporate, tax, and employee benefits and executive compensation attorneys.

Venture Capital and Emerging Companies

- Represented BodyMedia, Inc., the pioneer in developing and marketing wearable body monitors for consumers, in each of its venture financing rounds and its acquisition by Jawbone.
- Represented Aethon Inc., which develops and markets robots and software to improve health care industry logistics, in its Series F and Series E financing transactions.
- Represented Branding Brand, Inc. in its Series A venture funding and its Series B Preferred Stock financing.
- Represented Cellumen, which delivers products and services that support drug discovery and development, in its Series B financing that included investments from Safeguard Scientifics, Inc. and PA Early Stage Partners.
- Represented Etcetera Edutainment, Inc. in its Series A stock issuance.
- Represented international solar cell and printed electronics company Plextronics, Inc., in its financing transaction with the leading OLED patent licensor of materials and technologies for energy-efficient OLED displays and lights; its financing transaction with the venture arm of an international electronics manufacturer and distributor; its Series B-1, Series B, and Series A financings; its convertible note round, and its Silicon Valley Bank financing transaction.
- Represented LUMA Institute, a firm that teaches innovation through design ideas, in convertible fundraising note matters.

- Represented a New Jersey-based bio-therapeutics maker in its sale to a publicly traded multinational biopharmaceutical corporation.
- Represented PNA Innovations, which provides customized reagents for targeting DNA and RNA in a wide range of biotechnological and biomedical applications, in its initial equity raise.
- Represented Sharp Edge Labs, a developer of next-generation biosensors and spin-out of Carnegie Mellon University, in its initial equity raise and its Series B Preferred Stock Financing.
- Represented a venture capital firm in an early stage investment for an educational technology company.
- Represented a drone technology company in connection with a Series Seed-1 venture financing.
- Advised Attis Industries, Inc. on a Second Amended and Restated Credit and Guaranty Agreement by and among the company's direct and indirect wholly owned subsidiaries, Attis, and Goldman Sachs Specialty Lending Group, L.P. The transaction was a take-out of approximately \$110 million in debt with a new credit facility of \$8.2 million and drew on the experience of the firm's corporate, real estate, and commercial litigation attorneys.
- Represented nanoGriptech, Inc., a Pittsburgh-based startup that manufactures micro-structured dry adhesives and surfaces for various applications, in a \$1.7 million investment through the issuance of convertible notes from Industrial Technology Investment Corporation, a venture capital and private equity firm based in Taiwan.
- Represented a provider of wellness services to mid-size businesses in its acquisition of a technology-based wellness company to expand its product offerings.
- Represented a private equity sponsor in its acquisition of a leading designer and manufacturer of employee hygiene equipment and related soaps and sanitizing solutions.
- Represented Pineapple Payments, a payment processing technology company, in its acquisition of substantially all of the assets of AthleteTrax, LLC, a payments-focused software platform serving recreational sports leagues and facilities.
- Represented Pineapple Payments in its acquisition of an independent sales organization's merchant portfolio.
- Represented Pittsburgh Knights, LLC, the leading esports franchise and entertainment company in Pittsburgh, in its closing of a venture financing from North Shore Entertainment Works, LLC, an affiliate of the Pittsburgh Steelers.