



Lawrence M. Bell

Partner

711 Third Avenue New York, NY 10017 212.907.7370 | Direct
212.754.0330 | Fax
lbell@golenbock.com

Practice Areas

Corporate, M&A and Venture Capital | Digital & Mobile Media |
Intellectual Property/Technology | International Business
Practice | Securities & Corporate Governance

Larry Bell is co-head of the firm's corporate practice group. Mr. Bell's practice focuses on the representation of private equity funds and strategic investors in international and domestic mergers, acquisitions, public and private capital raising transactions, including private equity, venture capital and public offerings, equity and investment grade and high yield debt financings, companies engaged in technology transfer and licensing, private and public emerging growth companies, venture capital funds, and participants in leveraged buyouts, venture capital and "growth equity" financings, spin-outs, complex financing transactions, and trustees and classes of note holders in connection with debt restructurings.

He works with companies and funds and other investors in the fields of new media, technology (including companies engaged in the development of proprietary software, systems, information technology, medical devices and bio-pharmaceuticals), health and nutrition products, specialty chemicals, minerals, power generation equipment and other manufacturing, financial services, investment management, communications, technology-related services and consumer products.

Mr. Bell also provides general corporate representation to companies, individuals and non-profits in their business endeavors.

He has represented clients in domestic and international joint ventures, strategic alliances, and other collaborative arrangements for both emerging and "brick-and-mortar" clients, and clients in the portfolio transactions of private equity funds. He has also represented asset management and proprietary trading groups spinning-out, and also re-

forming their groups, as independent companies. His extensive experience in the securities laws has involved initial and secondary public offerings, private placements, Rule 144A financing transactions and follow-on registered exchange offerings, review and advice regarding annual and other periodic filings, compliance advice and other related securities law, corporate governance and Sarbanes Oxley matters. He has also handled a variety of executive compensation matters, as well as transactions involving the sale, purchase and restructuring of troubled companies, both in and outside of bankruptcy.

Mr. Bell is active in his community, having served on the executive boards and as president of several civic organizations.

Representative Transactions

- Represented a private European conglomerate in the \$200 million strategic acquisition of a division, including eleven manufacturing plants (five in the European Union, four in North America, one in South America, and one in Russia).
- Represented a private equity fund in \$55 million purchase of a software company.
- Represented venture capital funds in conventional, bridge and “pay-to-play” rounds in early stage technology investments.
- Represented several bio-pharmaceutical start-up and early stage companies in licensing patent rights from, and research and development arrangements with, universities and other institutions.
- Represented bio-pharmaceutical companies in “pharma” research and development collaborations, one of which contemplated payments in excess of \$220 million.
- Represented new media companies in the development and acquisition of mobile apps.
- Represented management of a registered investment advisor, CTA and CPO, providing asset management services to investors seeking exposure to commodities strategies, in the spin-out of the group of companies and related funds from its global investment bank.
- Represented a group of proprietary traders and senior management partnering with a group of private equity funds to build a physical commodity merchant platform and finance commodity producing assets.
- Represented founders and animal health and nutrition company in sale of \$97.2 million of shares to a European private equity fund and concurrent AIM listing.
- Represented software and internet companies in initial and other public offerings.
- Represented affiliated issuers in tender offers to purchase three existing series of notes and related solicitations of consent of the holders of each series of notes to amendments to the indentures governing such notes, the redemption and defeasance of notes not so tendered, the issuance of \$160 million senior notes and \$86 million senior subordinated notes, and a new domestic secured credit facility.
- Represented a specialty chemical company in sale.
- Represented purchaser in separate acquisitions and financings of an animal health business, including vaccines for the poultry industry, in Israel, and trace minerals business in Nebraska.
- Represented manufacturer of animal health and nutrition products in clean-tech bio-agri joint venture with Mexican company and ground lease and service agreements for a portion of a third party’s industrial site.

- Represented purchasers of assets in 363 sales, including purchasers of commercial security division, importer and manufacturer of rugs, and chain of eight pharmacies.
- Represented companies in turn-around situations, including re-starts, recapitalizations and spin-offs.
- Represented purchaser of narcotic importation and manufacturing business in bankruptcy plan of confirmation, restructuring and spin-off of certain operations and \$44 million sale.
- Represented purchaser of single engine retractable aircraft manufacturer.
- Represented the purchasers of electric motors, turbines and other power generation equipment manufacturing subsidiary and division from separate multi-national conglomerate sellers.
- Represented merchant banks in several new media investments.
- Represented medical information website in acquisition of several websites, private placement and public offering.
- Represented systems integrator in strategic sale to printing and media company.
- Represented management of energy trading company in \$1.35 billion sale of a controlling interest to a European bank.
- Represented a public bio-pharmaceutical company in acquisition for shares of a development-stage company with an antibody discovery platform.
- Represented public software publisher in strategic acquisitions of another public software developer and domestic and European software publishers.
- Represented independent directors in sales to related parties.

Speaker/Author

- Speaker, "Using Employment Contracts to Protect Your Intellectual Property," Greater New York Chapter, ACCA, Seminar (May 8, 2003)
- Co-author, "From 'bricks & mortar' to 'bricks & click' - buying and investing in the new technology," Venture Capital & Private Equity Yearbook 2001/2002
- Presentation/Speaker, The Third Annual Institute on Technology Transfers, sponsored by the American Conference Institute, Working with Universities and National Labs vs. Private Companies, (June 21-23, 2000)
- Co-author, "Web Context Ups Need for Due Diligence," The National Law Journal, Vol. 22, No. 17, Internet Supplement, December 20, 1999, reprinted in E-Commerce Weekly, December 21, 1999.
- Contributing Author, Software Contract Forms, by the Software Licensing Practices Committee, Computer Law Division, Section of Science and Technology, American Bar Association (1992)
- Author, "Valuation and the Probability of Bankruptcy in Chapter X," American Bankruptcy Law Journal, Vol. 52, No. 1, Winter 1978, pp. 1-22.

Publications

- SEC Publishes Guidance on Regulation FD," *Client Alert*, September 1, 2009

Professional Activities

- Judge, LawMeets M&A Boot Camp, presented in association with the Mergers & Acquisitions Committee of the ABA Business Law Section, an online program to teach deal skills to law students
- Director, EM Holding Company, Inc. (electric motor and power management equipment manufacturer (1986-2007))
- Director of and advisor to various charitable entities and institutions
- Member, Software Licensing Practices Committee of the American Bar Association's Section of Science and Technology
- Member, the Business Law (Mergers and Acquisitions Committee, M&A Trends and Private Equity Subcommittees), Intellectual Property, Science and Technology, and International Law and Practice sections of the American Bar Association
- Member, The Association of the Bar of the City of New York

Past Member, IEEE

Awards

- Named in New York *Super Lawyers* since 2006

Education & Honors

- J.D., Columbia Law School
- M.B.A., Columbia Graduate Business School
- B.S., B.A., Tufts University

Prior Work Experience

- Weil, Gotshal & Manges

Bar Admissions

- State of New York
- U.S. District Court, Southern and Eastern Districts of New York