



## Sarah E. Kaehler

### Partner

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#### Practice Areas

Corporate, M&A and Venture Capital

Sarah is a partner in Golenbock's corporate group. She joined Golenbock after working at a number of international law firms in order to focus on the specialized needs of the middle market, specifically in the areas of mergers & acquisitions and private equity. Sarah provides private equity sponsors, portfolio companies and private companies with a cost-competitive and client-centric approach combined with a deep understanding of middle-market dynamics. She brings creativity and pragmatism to structuring and negotiating sophisticated transactions that require direct partner involvement, dedicated teams and nimbleness in negotiations. Sarah advises clients in a variety of industries and has worked on cross-border transactions in Canada, Asia, Europe, Latin America and Africa.

Sarah's experience encompasses the following areas:

**Mergers and Acquisitions/Private Equity.** Leads large-scale and middle-market transactions, including leveraged buyouts, mergers and acquisitions, carve-outs, recapitalizations, sales and divestitures, joint ventures, co-investments, minority investments and strategic investments.

**GP-Led Continuation Fund Transactions.** Oversees single-asset and multi-asset continuation fund transactions representing lead investors, co-investors and sponsors.

**Outside General Counsel.** Serves as outside general counsel to portfolio companies lacking internal legal departments and to sophisticated corporate in-house legal departments on strategic business and legal issues, including advice on acquisitions, material commercial arrangements and tailored corporate solutions.

Employment Arrangements, Separations and Executive Compensation. Represents companies, board of directors and senior executives in all aspects of compensation arrangements, including executive employment and consulting agreements, separation agreements, stock option plans, restricted stock plans, bonus plans and other management incentive arrangements.

Food & Hospitality. Represents investors, restaurateurs and renowned chefs in the ownership, management and operation of restaurants.

Growth Equity and Venture Capital. Guides growth and venture capital funds and family office in connection with investments in businesses with significant industry experience in software, internet and technology.

## *Experience*

Corporate & Private Equity Transactions\*

*Industrial, Manufacturing and Distribution Services*

- Carlyle U.S. Equity Opportunities Fund L.P. in the sale of the interests in Luminex Corporation
- The Carlyle Group and its affiliates in the sale of Signode Industrial Group Holdings (Bermuda) Ltd., global provider of transit packaging systems and solutions to Crown Holdings, Inc., for an aggregate purchase price of up to \$4 billion
- Del Monte Pacific Limited in the \$1.8 billion acquisition of Del Monte Foods, the consumer products division of Del Monte Corporation
- EagleTree Capital in the acquisition of Airtech Group, a provider of specialized pressure technologies
- Morgan Stanley Capital Partners in the acquisition of Comar Holding Company, LLC
- PAG Asia Capital Ltd. and PAG Asia II LP in connection with its investment in Key Safety Systems, a subsidiary of China-based Ningbo Joyson Electronic Corporation, to finance the acquisition of substantially all of the global assets of Takata Corporation out of bankruptcy in the U.S. and Japan and certain non-bankruptcy transactions elsewhere in the world
- Private equity firm on the acquisitions of U.S. toy brands, POOF-Slinky and Alex Toys, and on the related equity financing
- Private equity firm, a surface cleaning manufacturer, and its affiliates in the stock-for-stock exchange with a manufacturer of coffee equipment cleaning solutions and its affiliates
- The sale of Spraylat Corporation to PPG Industries
- The Watermill Group on the acquisitions of Quality Metalcraft and Experi-Metal, Inc. (2017 Industrials Deal of the Year (\$50MM -\$100MM) by *M&A Advisor*) and on the related equity financings

*Service Providers*

- H.W. International B.V. on the carve-out sale of its U.S. and Canadian operating companies, Hugh Wood Inc.

(U.S.) and Hugh Wood Canada Limited. H.W. International B.V. to Risk Strategies

- Acquisition of Array Canada by The Carlyle Group and on the related equity financing
- Brightwood Capital in connection with the acquisition of the following companies by financial sponsors:
  - BioVectra
  - InHealth MD
  - Jenny Craig
- The Carlyle Group in the sale of Talent Partners to Extreme Reach
- Cortec Group in the acquisition by Vidaris affiliate IBA Holdings, LLC, of C2G International, LLC, a provider of construction management and dispute resolution services
- Cortec Group in the acquisition by Vidaris affiliate IBA Holdings, LLC, of Synergen Consulting International LLC, a leading expert consultancy in forensic and risk analysis, claims and litigation consulting, and international arbitration
- EagleTree Capital in the acquisition by portfolio company, Northstar Travel Group, a provider of business-to-business information, content, events, data, research, custom content, and software dedicated to the global travel and meeting industries
- The acquisition of MarketCast, a marketing research firm for the global entertainment industry

#### *Technology*

- EagleTree Capital in the \$535 million acquisition of CORSAIR from Francisco Partners
- JP Morgan Chase in its acquisition of The Infatuation, Inc.
- Siemens Financial Services in its co-investment in the acquisition by Colony Capital sponsored DataBank of data center assets from Zayo Group Holdings
- Susquehanna Growth Equity in its acquisition of a majority stake in MediSpend
- Vivial Corporation in connection with its recapitalization by Kennedy Lewis Investment Partners
- Vivial Media Holdings, Inc. in its sale to Thryv Holdings, Inc.
- Vivial Media Holdings Inc. (f/k/a Vivial Media LLC) (a portfolio company of Blackstone Credit) and its subsidiary mGage in the \$215 million sale of mGage to Kaleyra, Inc.
- The sale of MCV, a Guam cable company, to NTT Docomo

#### *Education*

- Partners Group in the acquisition of Knowledge Universe's early childhood education business in the United States
- Private equity firm on the acquisitions of education technology companies, TargetX and Noel-Levitz

#### *Energy and Materials*

- Archaea Energy LLC in its acquisition of PEI Power LLC
- Northleaf Capital in its investment in:

- Material Sciences Corporation
- Meridian Waste Corporation
- Stillwater Mining Company in its \$2.2 billion acquisition by Sibanye Gold

#### GP-Led Continuation Fund Transactions\*

- Brent R. Nicklas, as founder, non-executive chairman and majority shareholder of Lexington Partners L.P., in Lexington's \$1.75 billion sale to Franklin Templeton Investments
- Brookfield Asset Management Ltd. in its acquisition of the Private Equity Solutions secondaries business from DWS Alternatives Global Ltd
- Apollo in a single asset transaction regarding Ingenio LLC
- Enhanced Healthcare Partners in connection a confidential single asset transaction
- ICG Strategic Equity in the fund recapitalizations of:
  - Acon Partners
  - Southern Cross Group
  - Quadriga Capital
- ICG Strategic Equity in a single asset transaction involving DigiCert
- Northleaf Capital in a single asset transaction involving SSP Innovation Holdings
- Northleaf Capital in the fund recapitalization of DFW Capital Partners

*\*Includes matters handled prior to Golenbock.*

## Recognition and Accomplishments

- 2021 Secondaries Deal of the Year in the Americas by Private Equity International (AlpInvest, Clearlake Capital, Evercore, Goldman Sachs Asset Management, ICG and Pantheon for single-asset process on DigiCert)
- Received the 2019 Pro Bono Publico Award from The Legal Aid Society in October 2019
- 2017 Industrials Deal of the Year (\$50MM -\$100MM) by *M&A Advisor* (The Watermill Group's acquisition Experi-Metal, Inc.)

## Speaking Engagements & Publications

- Co-Authored, Corporate Transparency Act: Rules Requiring Privately Held Companies to Report Beneficial Ownership to the U.S. Government, Client Alert (2024)
- Co-Authored, Letter to Gov. Hochul in Opposition to Total Ban on Non-Competition Agreements, New York City Bar Association (2023)
- Co-Authored, Global Private Equity/M&A Survey 2021: Opportunities Ahead, Akin Gump and PitchBook (2021)
- Speaker on labor and employment matters, Small Business Workshop, Myrtle Avenue Brooklyn Partnership

(2016)

- Teacher's Assistant, Small Deals Workshop: The Art of the Deal and Transactional Legal Strategies, Columbia Law School (2015)
- Speaker, Due Diligence of Intellectual Property Assets in M&A Transactions, NJCCA 11th Annual All-Day Conference (2013)
- Co-Author, Structuring Your VC Fund Under Dodd-Frank, Law360 (2012)

## Professional Activities

- Member, Corporation Law Committee of the New York City Bar (served as Secretary from 2019 to 2023)
- Board of Directors, Howard Law Class of 2010 Endowment Fund
- Member, Clara's Council, American Red Cross Greater New York

## Education & Honors

- Howard University School of Law, J.D., *cum laude*
- Hamline University, B.A.

## Prior Work Experience

- Weil Gotshal & Manges LLP
- Akin Gump Strauss Hauer & Feld LLP
- Jones Day
- Goodwin Procter LLP
- Kramer Levin Naftalis & Frankel LLP

## Bar Admissions

- New York State