



Matt Hafter

Partner

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PRACTICES

- Business Ownership and Governance Disputes
- Corporate Finance & Securities
- Corporate Governance & Compliance
- Licensing and Technology Transfer
- Mergers & Acquisitions
- Private Equity
- Venture Capital

EDUCATION

- University of Michigan Law School, J.D., 1986
- University of Michigan, B.Mus.A., with high distinction, 1983

ADMISSIONS

- Illinois
- Illinois USDC, Northern District

EMPLOYMENT

- Seyfarth Shaw LLP Partner, 2011-2016
- Grippo & Elden Partner (and Associate), 1988-2011
- Isham, Lincoln & Beale Associate, 1986-1988

COMMUNITY

- American Blues Theater, President of the Board

Matt draws on his wide-ranging corporate law background to guide entrepreneurs toward growth and success at each stage of their business.

Matt often serves as outside general counsel to his clients to help them address business challenges and develop creative and practical solutions. Using an array of legal tools, Matt structures and negotiates business arrangements that closely align with and advance his clients' overall business strategies.

At the foundation of his practice, Matt works with entities involved in mergers and acquisitions, venture capital and private equity transactions. His diverse transactional experience includes developing and commercializing technology, purchasing goods and services, building intellectual property protection programs, securities offerings and compliance, crafting competition and equity incentives for service providers, and other complex partnering and licensing arrangements.

Matt's clients come from many industries, but one significant area of his practice involves technology, which Matt particularly enjoys due to the industry's economic creativity and innovation. In addition to the technology sector, Matt represents manufacturing and distribution companies, start-ups and other established private and public enterprises. He also represents stockholders and directors (including special committees) who seek counsel on fiduciary duty issues.

Matt also has unique experience in the intersection of complex commercial litigation and transactions, as a former partner in a leading commercial litigation firm. He worked closely with litigators to analyze transactions and fiduciary duty issues, contribute to strategy, and develop changes to business practices and policies that led to the underlying litigation. This gives Matt unique insight into structuring transactions, working with legal compliance officers, and mitigating litigation risk and resolving disputes when litigation does occur.

As part of his ongoing effort to add value to each client engagement, Matt has been a leader in applying project management techniques to the delivery of legal services involving transactions. He is a "lean six sigma" yellow belt and has been trained in Agile Project Management.

Presentations

- "The Law Surrounding Blockchain Technology"; Disrupt ICT Workshop, Wichita KS, June 13, 2018
- Co-Presenter, "Investing in, Financing & Acquiring Tech Companies", ACG Chicago, February 11, 2016
- Co-Presenter, "Building, Monetizing & Protecting IP"; panel presentation, The Entrepreneurship Institute of Chicago President's Symposium at the University of Chicago Gleacher Center, October 6, 2015
- Co-Presenter, "Perils and Opportunities in Going Private"; BNA Webinar, April 9, 2015
- Co-Presenter, "Acquisitions of Distressed Businesses"; ACG Chicago, April 7, 2015

Experience**• Mergers and Acquisitions**

Represented consulting firm in two acquisitions of software development companies

Represented media company in divestiture of newspaper operations

Represented consulting firm in connection with private equity investment

Represented public company (molecular diagnostics) in tender offer/merger

Represented bank holding company in acquisition by public company

Represented engineering services firm in connection with MBO with tender offer elements

Represented petroleum distributor in acquisition by public company

Represented three specialty food distributors in separate acquisitions and divestitures

Represented consulting firm in strategic acquisition by major consulting firm

• Securities

Represented numerous early stage companies in Series A, B and C rounds of venture capital financing

Represented public health care company in SEC registration of several employee stock incentive plans

Represented public cancer diagnostic company in all SEC registration, reporting and compliance matters

Represented private companies in proxy solicitations

Represented private entities merging with public shell companies

• Technology and Outsourcing

Represented major financial services firm in information technology and

business process outsourcing transactions

Represented major sports apparel firm in information technology outsourcing transactions

Represented major financial services firm in procurement of software support services contract

Represented numerous clients in negotiating and drafting master services agreements for the acquisition or sale of goods or services

Represented numerous clients in SaaS and other license, hosting, service and support agreements

Represented numerous clients in software and other technology development agreements

Represented clients in technology transfer and sponsored research arrangements with universities

- **Governance**

Represented numerous special committees of public and private companies in connection with shareholder derivative claims, internal investigations, and audit committee matters

Represented real estate board in governance and control disputes related to regional multiple listing service

Represented directors of private companies in shareholder disputes and contests for control

Publications

Lead author of the BNA, "Corporate Practice Series Portfolio Corporate Stock Repurchases and Going Private" (including ongoing updates)