



CONTACT INFO

eschoenborn@lauletta.com

Lauletta Birnbaum
591 Mantua Blvd, Suite 200
Sewell, NJ 08080

Direct: 856.669.2586
Mobile: 856.236.5909
Fax: 856.232.1601

Specializing In

**General Corporate
Mergers & Acquisitions
Venture Capital &
Emerging Growth**

Eric D. Schoenborn

Eric Schoenborn is a seasoned business lawyer who provides practical and strategic advice to private and publicly held companies on a broad array of business and legal matters, including business transactions, capital raising, general corporate matters and corporate and securities regulatory compliance.

In addition to providing general corporate counseling on matters such as business formation, commercial contracts with customers and vendors, restrictive covenants and employment agreements, Eric has extensive experience in negotiating, drafting and closing complex transactions, including mergers, acquisitions, divestitures, tender offers and joint ventures. Eric also counsels clients on improving financial, governance and organizational structures, including strategic planning and implementation of succession plans, reorganizations and recapitalizations. He also assists clients in securing funding from banks and other lenders, including negotiating revolving credit facilities.

As an experienced securities attorney, Eric advises clients in connection with raising capital, including conducting private placements under exemptions such as Regulation D and public offerings pursuant to registration statements under the Securities Act of 1933. For over 20 years Eric has counseled publicly held companies with respect to ongoing compliance under federal securities laws, including the preparation and filing of periodic reports such as quarterly and annual reports and proxy statements under the Securities Exchange Act of 1934. He also advises clients regarding corporate governance matters and compliance with the Dodd-Frank Act, Sarbanes-Oxley Act and stock market governance rules, including implementation of committee charters, codes of ethics and executive compensation programs.

Eric draws on his business skills and in-house experiences at large companies to better understand and meet the demands of today's executive officers and in-house counsel. He has a proven track record of working together as a team with clients and other professionals to negotiate and close transactions in a timely manner. Representative transactions include:

- Represented a publicly held (Nasdaq) baking company in its \$175 million sale to another public company (NYSE) effected by a friendly tender offer.
- Represented a publicly held (NYSE) manufacturer of electronic components in its \$142 million underwritten public offering of common stock.
- Represented a publicly held (NYSE) utility company in implementing its strategic plan via acquisitions in its core business and by divesting certain non-core businesses, including:



- \$34 million sale of a subsidiary to a public company (NYSE);
- \$11 million purchase of a division from an international conglomerate; and
- \$10 million sale of a subsidiary to a private equity fund.
- Represented numerous clients in securing debt financing, including financings ranging from a \$2 million Term Loan for a privately held company to a \$200 million Multi-Currency Senior Credit Facility for a publicly held (NYSE) company.
- Represented a bank in its \$70 million initial public offering of common stock for listing on Nasdaq.
- Represented a publicly held (NYSE) electronic components manufacturer in implementing its strategic plan via acquisitions in its core business and by divesting certain non-core businesses, including:
 - Acquisition of a privately held competitor via a reverse triangular cash merger (\$88 million); and
 - Sale of an international instruments division to a publicly held (NYSE) manufacturer (\$34 million).
- Represented a publicly held (Nasdaq) technology company in reorganizing the company into three distinct business units (including a Delaware intellectual property holding company) through various mergers, conversions, dividends, assignments, dissolutions and intercompany agreements.
- Represented a privately held financial services firm in financing its rapid growth via several private placements of equity and debt securities aggregating over \$8 million.
- Represented a publicly held (Nasdaq) technology company in connection with a \$300 million private offering of Senior Convertible Notes.
- Represented a privately held investment adviser in its \$130 million sale to a publicly held (NYSE) asset management firm via a reverse triangular stock-for-stock merger.

Prior Experience

Prior to joining Lauletta Birnbaum, Eric was an attorney in Stradley Ronon's Business Department for over 19 years. At Stradley he was a partner for 12 years and served as the Chair or Co-Chair of the firm's Public Company Practice Group for over nine years. In addition, he served as the compliance partner for the firm's Insider Trading Policy for six years. While at Stradley, Eric also gained valuable practical insight regarding client service while serving a secondment for several months in the Legal Department of a publicly-held utility company.

Prior to joining Stradley, Eric was an Associate at Mason, Briody, Gallagher & Taylor in Princeton, NJ, where he practiced corporate, securities and gaming law.

Eric also gained valuable practical experience working in the Legal Department at Pfizer, Inc. and the U.S. Securities and Exchange Commission during law school.

Education

J.D. George Mason University School of Law (Dean's Scholar) (1994)

M.S.M. (Finance), magna cum laude, North Carolina State University (1991)

B.A. (Business Management), magna cum laude, North Carolina State University (1989)

Bar Admissions

New Jersey

Pennsylvania

Business & Community

Eric has spoken on panels before both business groups and attorneys on topics relating to securities law and related matters – see below for details. Eric has also been active in coaching youth sports teams, including baseball, basketball, hockey and lacrosse.

Articles/Publications/Speaking

Eric has written numerous articles and served as a panelist for presentations on securities law, corporate governance and corporate finance topics, including the following:

SEC Adopts Rules to Permit Advertising in Rule 506 and Rule 144A Private Offerings,
Stradley Ronon Public Company Alert, August 2013

Presenter, "Public Company Mergers and Acquisitions: Corporate and Securities Law Considerations,"
DELVACCA's Corporate & Securities Law CLE Institute

SEC Adopts Final Rules: Say-on-Pay, Say-on-Frequency and Say-on-Golden Parachutes,
The Metropolitan Corporate Counsel, March 2011

Presenter, "Smaller Reporting Company Regulatory Relief and Simplification: Best Practices Explored," The
Knowledge Congress

Executive Compensation and Corporate Governance Provisions of the Dodd-Frank Act,
The Metropolitan Corporate Counsel, September 2010

Equity Compensation at Private Firms: How to Compete with Public Companies for Executive Talent, Society for
Human Resource Management, January 2009

Honors, Awards, Recognition

South Jersey Biz Magazine, Best Attorneys in Business (2015)

Chambers USA: America's Leading Lawyers for Business, listed for New Jersey Corporate/M&A (2011 and
2012)