

**Brian M. Katz**

Partner

Philadelphia Berwyn

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Public and private companies turn to Brian for guidance through every phase of their businesses - from formation and funding to acquisitions and disposition. He applies an in-depth understanding of their priorities to help them navigate the legal challenges that impact their business.

**OVERVIEW**

Brian is a corporate and securities attorney and leads the firm's Insurance Brokerage M&A practice. His clients include domestic and international early-stage, public and private companies, and funds of all sizes in a variety of industries such as insurance, life sciences, semiconductor, and education.

Clients depend on Brian to document, negotiate, and execute their most important transactions, including strategic mergers and acquisitions, venture capital deals, and corporate finance and securities. He handles all aspects of debt and equity offerings for public companies, including initial and secondary public and bond offerings. Brian is also experienced with the dispositions of public companies and assists them with '34 Act, federal and state reporting, and other disclosure requirements.

Brian has a long track record of representing clients in their acquisitions and dispositions of highly regulated businesses. He has guided some of the largest national insurance brokerages as they execute their expansion strategies and represents brokers in their exit transactions. Many of these deals involve registered investment advisors and broker-dealers.

Brian serves as outside general counsel to private and public companies. He is a go-to resource for operational and day-to-day issues such as contracting and reporting. These areas include corporate governance, the registration of stock option plans, noncompete agreements, compensation issues, and joint venture relationships. Brian also helps clients navigate the complexities associated with international expansion and operation.

Brian is the immediate past chair of the firm's Corporate Practice Group and a past member of the firm's Executive Committee.

Additionally, Brian spent one year as a staff consultant with a multinational management consulting company, prior to enrolling in Temple University School of Law.

**REPRESENTATIVE MATTERS**

- Representing Marsh McLennan Agency in more than 50 insurance broker acquisitions across the U.S. as it pursues its middle-market brokerage strategy. Transactions range in size from \$10 to \$600 million. Includes the acquisitions of registered broker-dealers and registered investment advisors.
- Representing a large national private equity-backed insurance broker in multiple acquisitions and dispositions across the U.S.
- Represented multiple regional insurance brokerages in their acquisitions by large national insurance broker consolidators.
- Represented a publicly traded, nonsectarian private school provider owned in part by a private equity firm in multiple acquisitions. Handled the ultimate disposition of the company to a private equity firm.
- Represented buyers and sellers in multijurisdictional acquisitions of business lines by one of the largest international manufacturers of semiconductors and electronics. Transactions involved companies with headquarters or operations around the world, including France, Korea, and Taiwan.
- Represented the portfolio platform company of a U.S.-based private equity firm in its acquisition of multiple plumbing and heating supply companies across the U.S.
- Represent a Nasdaq-listed, early-stage drug development company in its '34 Act reporting, capital markets transactions, and its licensing arrangements. Handled the disposition to a health care company.
- Corporate finance counsel for a national consumer beverage company in its offering of \$450 million in senior notes and its restructuring of its revolving credit facility.
- Outside general counsel to a mining, aggregates, and road construction company in its multiple offerings totaling \$650 million in senior notes and its numerous acquisitions of regional mining and aggregate companies. Advised on a wide variety of issues, including employment, benefits, and antitrust.
- Represented a publicly traded, U.S.-based international financial services company in multiple senior note and common stock offerings. Advised on '34 Act issues, joint venture agreements and handled the ultimate disposition.
- Represented a Turkish-based company that designs and produces composite and construction reinforcement materials in its financing, intellectual property, and day-to-day legal issues.
- Represented an early-stage Philadelphia-based technology company in its expansion efforts, including venture capital investments.
- Key advisor and outside general counsel to a Boston-based material science company. Handled the restructuring of, and venture capital investment in, four operating subsidiaries. This included the purchase of assets from an Israeli company to form one of the operating subsidiaries. Also handled day-to-day operational and intellectual property issues.

## AWARDS

- *Chambers USA: America's Leading Lawyers for Business* (2018-2025)
- *Pennsylvania Super Lawyers* (2013)
- *Business Today*: Top 10 Corporate M&A and Private Equity Lawyers in Pennsylvania (2023)

## TOP AREAS OF FOCUS

- Corporate
- Corporate Governance
- Mergers + Acquisitions
- Private Equity

## ALL AREAS OF FOCUS

- Capital Markets
- Corporate
- Corporate Governance
- Emerging Companies + Venture Capital
- Financial Services Securities + Capital Markets
- International
- Life Sciences Transactions
- Mergers + Acquisitions
- Private Equity

## **PROFESSIONAL/COMMUNITY INVOLVEMENT**

- Member, Alumni Class Leadership Council, University of Pennsylvania

## **EDUCATION AND CERTIFICATIONS**

### **EDUCATION**

- Temple University Beasley School of Law, J.D., *magna cum laude*, 1992, *Temple Law Review*
- University of Pennsylvania, B.A., 1988, political science
- University of Pennsylvania The Wharton School, B.S.E., 1988, economics

### **BAR ADMISSIONS**

- Pennsylvania
- New Jersey

### **COURT ADMISSIONS**

- U.S. Court of Appeals, Third Circuit (1993)
- U.S. District Court, Eastern District of Pennsylvania (1993)

## **PUBLICATIONS**

- Co-author, "SEC Adopts Amendments to Modernize Reg S-K Disclosure Requirements," *Troutman Pepper*, August 31, 2020.