

# JAMES D. ROSENER

## Partner



### OVERVIEW

James D. Rosener is a partner in the Commercial Department of Pepper Hamilton LLP. Mr. Rosener heads the firm's International Practice Group, is managing partner of the New York office and has served as a member of the firm's Executive Committee. His practice is devoted primarily to international transactions, private equity, mergers and acquisitions and corporate financing.

Mr. Rosener has represented domestic and foreign private equity funds in transactions in more than 70 countries throughout the world, including platform and follow-on acquisitions; distressed buyouts, including in bankruptcy; corporate carve-outs and restructurings. He also has represented U.S.-based companies in transactions throughout Europe, Latin America and Asia (particularly, India and China), as well as several European, Indian, South American and Japanese companies in merger and acquisitions, financing and licensing transactions involving the United States. In addition, he also has represented management-led groups in the acquisition of businesses from divesting corporations.

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Within the corporate financing practice area, Mr. Rosener has represented domestic and foreign issuers in public offerings (both U.S. and foreign listings), venture and mezzanine capital raising and traditional bank financing transactions. In addition, he has represented a number of issuers and bondholder groups in debt restructuring, recapitalization and work-out plans. Mr. Rosener regularly acts as international legal counsel to issuers and underwriters on off-shore public offerings in India, the United Kingdom and Europe.

Mr. Rosener worked in the corporate finance field for nine years before becoming a lawyer. His experience in senior financial positions included the initial and subsequent public offerings of equity and debt securities of a major international integrated oil producer and a health care company, the acquisition of several publicly held companies and the financing of several stand-alone projects.

### EXPERIENCE

Mr. Rosener has represented:

- Centinel Spine, LLC in its acquisition of the Prodisc Total Disc Replacement portfolio from DePuy Synthes Products, Inc. The main closing under the asset purchase agreement was for U.S. and Swiss assets, with subsequent closings expected to occur across at least 13 other foreign jurisdictions in the subsequent six-month period after the deal's August 2017 closing. In addition to outright purchase of assets, the transaction involved negotiating a complex set of post-closing

commercial agreements, including a transition manufacturing agreement, a transitional business license agreement, a transition services agreement and a distribution agreement.

- Thornton & Ross, one of the largest OTC pharmaceutical manufacturers in the UK, in various matters, including matters involving operations in the United States
- SSL International plc in multiple public and private acquisitions and product line purchases in the health care industry
- a U.S.-based private equity fund in numerous platform and add-on investments in a wide range of industries, including software, outsourcing and IT infrastructure transactions
- a major U.S. private equity group in the acquisition of several businesses through the bankruptcy process
- a U.K.-based professional services firm management team and private equity fund partner in the leveraged recapitalization of 58 affiliated businesses located in 32 countries to a second private equity fund
- a U.S. private equity fund in the acquisition of a series of engineering companies
- a group of hedge funds in take-over and restructuring transactions involving business process outsourcing
- an Indian industrial concern in its initial public offering and placement on the Bombay and National Stock Exchanges
- a Channel Island-based trust in connection with multiple-control investments of technology and software businesses throughout the United States, Spain, Sweden, Thailand and England
- a Florida-based private equity group in connection with several platform and add-on investments in the consumer electronics business and promotional products business
- a Florida-based private equity fund in connection with the acquisition of a major health and fitness business
- a North Carolina-based business services company in connection with the merger with a Paris-based public business services company
- a U.K. health care company in connection with the sale of a major medical products group to a Denmark-based health care company
- a French-based defense electronics business in various U.S. acquisitions and dispositions of U.S. subsidiaries
- a French avionics company in joint ventures with a California-based aerospace company
- a U.S. company in the formation of an EC-based technology joint venture with a French utility
- a U.K.-based consumer products company in connection with the acquisition of a U.S. medical products business
- a U.K.-based, London Stock Exchange-listed health care company in connection with a merger with another London Stock Exchange-listed consumer and health care company
- a U.K.-based private equity fund in connection with the acquisition of an Italian electronics company by a Florida-based portfolio company
- a U.S.-based computer company in connection with its acquisition by a major French computer company
- a Los Angeles-based private equity group in connection with its disposition of a California-based business services company to a Chicago-based private equity fund.

## **INSIGHTS**

### **EVENTS & WEBINARS**

JUNE 6-7, 2019

**BIG HEALTH DATA: WILL IT BE A CURE OR A CURSE?**

04/30/2019

**EACCNY, 'CFIUS IN ACTION: TRADE, ECONOMIC AND SECURITY ISSUES CFIUS CREATES ON BOTH SIDES OF THE ATLANTIC'**

MARCH 28-30, 2019

**UIA'S 'DOING BUSINESS IN AND WITH THE EMERGING MARKETS' SEMINAR**

02/06/2019

**M&A OUTLOOK 2019 - DRIVING DUE DILIGENCE EFFICIENCY AND EFFECTIVENESS**

02/05/2019

**ACG NY FORWARD 1:1 DEALMAKING AND RECEPTION**

### **PUBLICATIONS**

03/04/2019

**WILL 2019 REBOUND FROM A SLOW Q4 2018?**

JULY 2018

**THE GREAT WALL FOR CHINA**

SEPTEMBER 2017

**LEGAL CONSIDERATIONS FOR ESTABLISHING OPERATIONS IN THE UNITED STATES (PENNSYLVANIA)**

08/17/2017

**FOREIGN INVESTMENT IN THE U.S.: HOW THE TRUMP PRESIDENCY COULD CHANGE THINGS**

02/23/2017

**CFIUS: THE PAST, PRESENT AND TOMORROW**

### **NEWS**

03/11/2019

**JAMES D. ROSENER QUOTED IN BUYOUTS ARTICLE, 'PE FIRMS TOUR TRAVEL TECH AS INDUSTRY EVOLVES'**

02/08/2019

**JAMES D. ROSENER QUOTED IN WASHINGTON POST ARTICLE, 'BB&T AND SUNTRUST WILL MERGE TO MAKE NATION'S SIXTH LARGEST BANK'**

01/31/2019

**PEPPER HAMILTON CLOSES MORE THAN 90 DEALS IN 2018**

12/19/2018

**JAMES D. ROSENER AND MATTHEW M. GREENBERG INTERVIEWED AT THE DEAL ECONOMY**

10/24/2018

**H. PETER HAVELES JR. AND JAMES D. ROSENER QUOTED IN THE DEAL ARTICLE, 'BOARDROOM UNCERTAINTY RETURNS TO CBS'**

## **PODCASTS**

09/27/2016

**GOING PRIVATE TRANSACTIONS**

05/03/2010

**DISTRESSED M&A**

02/02/2010

**DISTRESSED M&A OUTLOOK: MARKET CONDITIONS TO PRODUCE SIGNIFICANT M&A OPPORTUNITIES**

## **ACTIVITIES/HONORS**

### **ACTIVITIES**

#### **NCO PORTFOLIO**

Board member, NCO Portfolio, Inc. (2001–2004)

#### **LIBERTY TECHNOLOGIES**

Board member, Liberty Technologies, Inc. (1994–1999)

#### **LIBERTY M.P.**

Board member, Liberty M.P. S.A.S. (a French-based joint venture company)

#### **BONNEY FORGE CORPORATION**

Board member, Bonney Forge Corporation

#### **CEDAR INVESTMENTS**

Board member, Cedar Investments, Inc.

#### **CFM PARTNERS**

Board member, CFM Partners, Inc. (2000–present)

#### **SEPRO HEALTHCARE**

Board member, SePro Healthcare, Inc.

**SEPRO (DELAWARE)**

Board member, SePro (Delaware) Inc.

**NATIONAL ASSOCIATION OF CORPORATION DIRECTORS**

President and board member, National Association of Corporation Directors (2003–present)

**EUROPEAN AMERICAN CHAMBER OF COMMERCE**

President and board member, European American Chamber of Commerce – New York

**CHAMBRE DE COMMERCE FRANCO-AMERICAIN**

Director, Chambre de Commerce Franco-Americain

**INSTITUTE OF FRENCH CULTURE AT THE UNIVERSITY OF PENNSYLVANIA**

Director, Institute of French Culture at the University of Pennsylvania

**EUROPEAN-AMERICAN CHAMBER OF COMMERCE - PARIS**

Director, European-American Chamber of Commerce - Paris

**CHARITABLE INVOLVEMENT**

Charitable involvement includes directorships and advisory roles with the Metropolitan Mission Board of the Presbytery, Head Start, Inc., the United States Tennis Association, Tennis Patrons Foundation, Lehigh University and the Foundation for Teaching Economics

**UNION INTERNATIONALE DES AVOCATS / INTERNATIONAL ASSOCIATION OF LAWYERS**

President, Corporate Law and Mergers and Acquisitions Commission of the Union Internationale des Avocats / International Association of Lawyers (UIA) (2016-Present)

**AMERICAN BATTLE MONUMENT FOUNDATION**

Chairman of the board of the nonprofit foundation that supports the American Battle Monuments Commission, the U.S. agency that operates 26 cemeteries and 29 memorials, monuments and markers in 16 countries commemorating the U.S. armed forces, including the Normandy American Cemetery and Memorial in Colleville-sur-Mer, France.

**HONORS**

**SUPER LAWYERS**

Selected for inclusion on the 2012-18 *New York-Metro Super Lawyers* lists

**CHAMBERS USA**

Recognized Practitioner

**ASSOCIATION FOR CORPORATE GROWTH**

Selected as Lawyer of the Year in the Association for Corporate Growth (ACG) New York Chapter's 5th Annual Champion's Awards (2015)

## **EDUCATION**

- J.D., Delaware Law School (Now Widener University School of Law), 1985
- M.B.A., Fairleigh Dickinson University at Madison, 1981
- B.S., Lehigh University, 1977

## **BAR ADMISSIONS**

- New York
- Pennsylvania
- New Jersey

## **COURT ADMISSIONS**

- U.S. Court of Appeals, Third Circuit
- U.S. District Court, Eastern District of New York
- U.S. District Court, Southern District of New York
- U.S. District Court, District of New Jersey
- U.S. District Court, Eastern District of Pennsylvania