

Garth Angelo Osterman

Partner



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San Francisco

Mergers and Acquisitions

Private Equity

Emerging Companies

Capital Markets

Public Companies

Life Sciences

Medtech

Garth concentrates his practice on M&A, divestitures and buyouts. For more than two decades, he has represented public and private companies in their strategic transactions, with an emphasis on cross-border transactions, including in Eastern Europe, South America, Central America and Asia. Garth is a market leader in special purpose acquisition company (SPAC) M&A transactions, representing target companies and SPACs in their business combinations. His clients include companies of all sizes engaged in US domestic and cross-border mergers, acquisitions, leveraged buyouts, and restructurings. Garth acts in a variety of capacities in representing his clients, including as lead deal counsel, cross-border structuring adviser, special adviser to shareholders and neutral drafter in multiparty divestiture transactions.

Garth's recent transactions include representing:

- TPB Acquisition Corporation I, a special purpose acquisition company sponsored by The Production Board, in its business combination agreement that will result in Lavoro Limited, a leading agricultural inputs retailer in Latin America, becoming a US publicly listed company with an implied initial enterprise value of approximately \$1.2 billion
- The Topocean Group, a Los Angeles-based logistics and freight-forwarding company, in its \$240 million sale by tranches to Kerry Logistics Network Ltd.
- Procure, a leading provider of construction management software, on its agreement to acquire Levelset for \$500 million
- Grindr on its combination with Tiga Acquisition Corp, resulting in Grindr becoming a publicly listed company
- WM Technology, a tech and software infrastructure provider to the cannabis industry, on its agreement to combine with Silver Spike Acquisition Corp., resulting in WM Technology becoming a publicly listed company
- WM Technology on its acquisition of Sprout and its acquisition of Transport Logistics (doing business as Merry Go Jane)
- Heliogen on its agreement to combine with Athena Technology, resulting in Heliogen becoming a publicly listed company
- Enjoy Technologies on its agreement to combine with Marquee Raine Acquisition, resulting in Enjoy Technologies becoming a publicly listed company
- Super Group on its agreement to combine with Sports Entertainment Acquisition Corp., resulting in Super Group becoming a publicly listed company

- BowX on its agreement to combine with WeWork, resulting in WeWork becoming a publicly listed company
- IronNet Cybersecurity on its agreement to combine with LGL Systems Acquisition Corp., resulting in IronNet Cybersecurity becoming a publicly listed company
- Xos Trucks on its agreement to combine with NextGen Acquisition Corp., resulting in Xos Trucks becoming a publicly listed company
- Origin Materials on its agreement to combine with Artius Acquisition, resulting in Origin Materials becoming a publicly listed company
- Metromile on its agreement to combine with INSU Acquisition Corp. II, resulting in Metromile becoming a publicly listed company
- Canoo on its agreement to combine with Hennessy Capital Acquisition Corp. IV, resulting in Canoo becoming a publicly listed company
- Hylion on its agreement to combine with Tortoise Acquisition Corp., resulting in Hylion becoming a publicly listed company
- Greenhouse, a leading hiring software company, in an investment from TPG Growth and The Rise Fund
- InvestCloud, a leading operator of a digital financial services platform designed to offer knowledge about investments, on its sale to affiliates of Motive Partners for \$1 billion
- Workday on its agreement to purchase Scout RFP for approximately \$540 million
- Adaptive Insights, an industry leader with its Business Planning Cloud platform, in its sale to Workday for approximately \$1.55 billion
- Allogene Therapeutics in its \$300 million equity raise and corresponding acquisition of Pfizer's rights to an off-the-shelf chimeric antigen receptor (CAR) T-cell therapy for the treatment of cancer
- iCIMS, a provider of cloud-based talent acquisition solutions, in the substantial investment by Vista Equity Partners
- LogRhythm, a leader in next-generation security information and event management solutions, in a majority investment by Thoma Bravo
- Meetup, an online social networking service for people to organize and/or join offline group meetings in real life, in its sale to WeWork
- A leading hydroponics wholesaler and manufacturer of hydroponics equipment and horticultural products in the sale of a significant equity interest to a family-managed private equity group and additional institutional investors
- Anova Applied Electronics, a San Francisco-based precision cooker startup, in its sale to Electrolux for aggregate deal consideration of up to \$250 million
- Custom specialty food manufacturer Del Monaco Foods in its sale to Kettle Cuisine, a portfolio company of Kainos Capital that's an artisan producer of refrigerated and frozen premium quality soups
- Apex Maritime, a San Francisco-based logistics and freight-forwarding company, in the sale of a 51% equity stake in Apex and its affiliated companies to Kerry Logistics as part of Kerry Logistics' long-term strategy to expand its sales network and coverage worldwide
- Shipston Equity Holdings in its acquisition of Compass Automotive Group, a manufacturer of complex safety-critical aluminum high-performance castings in chassis, suspension, engine and driveline systems primarily for automotive industry
- Shipston in its acquisition of Busche Enterprise Division, a computer numerical control production

machining company in the automotive, agriculture, construction and industrial markets

- Iris authentication and recognition solutions company EyeLock in its sale to VOXX International of a controlling equity interest in a newly formed subsidiary, EyeLock LLC, which owns all intellectual property and substantially all other assets of EyeLock
- A website analytics company in its sale to a captive-equity acquisition vehicle focused on acquiring cloud-based Enterprise Work Management (EWM) businesses with best-of-breed products that complement its other cloud-based applications to expand its presence in an existing market or to broaden the reach of an EWM segment
- Cazador Acquisition Corp. (a SPAC) in its acquisition of Net Element, a tech-driven group of companies in mobile commerce and payment processing, as well as in entertainment and culture internet destinations in Commonwealth of Independent States countries and emerging markets; the combined entity is named Net Element International
- Kingold Jewelry, a manufacturer of high-quality 24-karat gold jewelry and Chinese ornaments, in connection with a stock lending and repurchase transaction with Equities First Holdings that gives Kingold the ability to borrow up to an aggregate principal amount based on the price per share of 10.6 million shares of its common stock
- Trident Microsystems, a leader in high-performance semiconductor system solutions for the multimedia and digital television markets, in its acquisition of the TV systems and set-top box business lines of NXP Semiconductors (headquartered in Europe); NXP received a 60% share interest in Trident and paid Trident \$30 million
- Trident in its acquisition of selected assets of the frame rate converter, demodulator and audio product lines of Micronas Semiconductor Holding, with consideration paid to Micronas of 7 million shares of Trident common stock and warrants to acquire up to 3 million additional Trident shares
- PDL BioPharma in the sale of its rights to intravenous Busulfex (busulfan), including trademarks, patents, intellectual property and related assets, to Otsuka Pharmaceutical for \$200 million, plus inventory value
- PDL BioPharma in its sale of the rights to its cardiovascular products, Cardene I.V. (nicardipine hydrochloride), Cardene(SR) and new formulations of Cardene in development, as well as Retavase (reteplase) and the development product ularitide, to EKR Therapeutics for \$85 million in cash at closing, and up to an additional \$85 million in development and sales milestones, as well as royalties
- Wombat Financial Software, a market data management solutions provider, in its sale to NYSE Euronext for \$225 million
- A private equity fund as lead counsel and transaction manager for its investment in and acquisition of real estate in Eastern Europe, with a deal value in excess of 100 million euros
- A private equity fund as lead counsel and transaction manager for its acquisition of a company specializing in mezzanine loan facilities in Eastern Europe, used for acquisitions, capital improvements and other purposes not related to general working capital, with a deal value in excess of 24 million euros

Garth is recognized as a recommended lawyer by The Legal 500 in its M&A/Corporate and Commercial – Middle-Market category. Before joining Cooley, Garth was a partner at Reed Smith and also practiced law at DLA Piper.

Education

University of San Francisco School of Law
JD, cum laude, 1996

University of Washington
BA, 1993

Admissions & Credentials

California