



Jay Coogan

Partner

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Jay Coogan represents private equity, venture capital and other investment firms as well as privately held companies in mergers and acquisitions, securities offerings, venture capital financings and the establishment of startup enterprises and emerging businesses.

Jay's clients invest in and operate enterprises across a wide variety of industries, including technology, manufacturing, business services, consumer products and healthcare, and he works with institutional investors in the purchase, sale, financing and operation of their portfolio companies.

As outside general counsel to numerous private companies in a wide range of industries, Jay advises clients on various legal and business matters, including M&A and regulatory matters, entity formation, corporate governance, capitalization, equity compensation, capital raising and customer contracts.

In the course of his career, Jay has also advised health systems, MSOs and rehab, senior care and HCIT companies on M&A, regulatory and compliance matters. Previously, he served as acting general counsel of a NYSE-traded national medical rehabilitation services provider.

Chambers USA has recognized Jay in Corporate, Mergers and Acquisitions every year since 2010. He also serves on the boards of various non-profit organizations and is an active member of the Association for Corporate Growth and the Philadelphia Alliance for Capital and Technologies (PACT).

RELATED SERVICES

- Corporate
- Corporate and Securities Litigation

EXPERIENCE

Mergers & Acquisitions

- Dollar Financial Group, Inc., in its acquisition of Cash-N-Dash Check Cashing, Inc.
- Honeywell, Inc. in its acquisition of APT Incorporated, an operator of air and fluid management systems
- Penn Maid Foods, Inc. in its sale to Crowley Foods, Inc.
- Fleeer Corp. in the sale of Asher Candy Company to American Industrial Acquisition Corp.
- Carparts.com, Inc., a web-based auto parts vendor, in its sale to Auto Data Networks, Inc.

- The Bon-Ton Stores, Inc. in its acquisition of the Northern Department Store Group of Saks Corporation, and in US\$1.8 billion in related acquisition financing transactions
- SpectaGuard, Inc. in its acquisition of Security Systems, Inc.
- Penn International, Inc., a manufacturer of fishing reels and other fishing products, in its sale to K2, Inc.
- NFC Global Services, Inc., a security information services provider, in its sale to West Publishing Corporation
- Maverick Network Solutions Inc., a payment systems company, in its sale to FiServ Inc.
- Ottens Flavors, Inc. in its sale to International Flavors and Fragrances, Inc.

Private Equity

- Osage Investments, Inc. in its acquisition of Lakota, Inc., a manufacturer of computer parts
- Osage Investments, Inc. in its acquisition of Jacob Holtz Company, a manufacturer of casters and furniture footings
- Guardian Capital Partners in its acquisition of Sure Fit, Inc., a manufacturer of furniture covers
- Guardian Capital Partners in its acquisition of R&D Circuits, Inc., a manufacturer of printed circuit boards for testing equipment
- S.C. Goldman & Co. in the establishment and funding of Mid-Atlantic Dental Services Holdings LLC
- Guardian Capital Partners in its acquisition of Kwik Tek Inc., a provider of water and snow sports products
- Guardian Capital Partners in its acquisition of McCubbin Hosiery LLC, a branded and private label supplier of socks and hosiery
- Guardian Capital Partners in its acquisition of Cosmic Pet LLC, a branded and private label supplier of pet supplies
- Diversified Search, LLC in its sale to Shoreview Capital Partners
- Cosmic Pet LLC in its acquisition of OurPet's Company (NASDAQ: OPCO)

Venture Capital

- RCD Technology, Inc. in its offering of Series A preferred stock
- SUNRx, Inc., a pharmacy benefit management services provider, in its Series A preferred stock offering to NLM Capital Partners
- Flipswap, Inc. in its Series B preferred stock offering to NGEN and RRE Ventures
- Context Ventures in its Series A preferred stock financing of FineStationery Solutions, Inc.
- Maverick Network Solutions in its offering of Series A-2 preferred stock to Emerald Ventures
- Careerminds Group, Inc., a web-based provider of outplacement services, in its US\$3 million offering of Series A preferred stock to Innovation Ventures
- NewSpring Healthcare in its Series A preferred stock investment in Verisma Systems, Inc.

Healthcare

- NovaCare, Inc., a national provider of comprehensive therapy services, in its acquisition of Rehab Systems Company
- RehabClinics, Inc., a national operator of outpatient physical therapy services, in its US\$62 million initial public offering of common stock
- NovaCare, Inc. in the acquisition of Orthopedic Services, Inc. (NASDAQ: OSX)
- Temple University Health System in its acquisition of Episcopal Hospital
- Jefferson Health System in its acquisition of Methodist Hospital
- Philadelphia Brokerage Corporation as placement agent for US\$100 million offering of convertible preferred stock by QuadraMed Corporation
- Proformance Senior Living LLC, a national developer and operator of senior living facilities, in the financing and development of its chain of facilities
- Precyse Solutions LLC, a provider of medical transcription services, in its Series A and Series B preferred stock offerings
- Philadelphia Brokerage Corporation as placement agent for US\$32.6 million registered direct offering of common stock and

warrants by Beijing Med-Pharm Corporation

- Ovation Senior Living LLC, a national developer and operator of senior living facilities, in the financing and development of its chain of facilities
- Fred's, Inc. (NYSE: FRED), a publicly traded operator of pharmacies, in state regulatory matters
- Mid-Atlantic Dental Services Holdings LLC, a national dental management services company, in its Series A unit offerings and the acquisition of dental practices in Pennsylvania, Maryland, Delaware and New Jersey
- Performance Health Solutions LLC, a pharmacy benefit management company, in its initial round of capital raising.
- SUNRx, Inc., a 340B pharmacy benefit management services provider, in its sale to MedImpact Health Systems, Inc.
- Transparent Health Marketplace, Inc., in its US\$4 million offering of Series A preferred stock

CREDENTIALS

Admissions

- New York
- Pennsylvania

Recognitions

Chambers USA has recognized Jay's practice every year since 2010 and has highlighted that Jay offers "among other skills, expertise in advising startup businesses and emerging enterprises." Clients have noted that he is "extremely competent and has a broad range of skill sets."

Clerk Experience

Justice Andrew G.T. Moore II, Supreme Court of the State of Delaware

Education

- J.D., Tulane Law School
magna cum laude
Dean's Medal
Order of the Coif
- B.A., Vanderbilt University

Memberships

- Association for Corporate Growth
- Philadelphia Alliance for Capital and Technology—Event Chair for IMPACT 2011 Conference

Civic and Charitable

- Business Advisory Board, National Foundation for Celiac Awareness
- Parents Board, Bucknell University
- Villiger Society, St. Joseph's Preparatory School

INSIGHTS

Events

- Co-Presenter, "Today's Confidentiality Might Be Tomorrow's Controversy: How to Protect Your Company in Light of Surprising and Important Developments That Potentially Limit the Corporate Assertion of the Attorney-Client Privilege and the Protections Provided by Confidentiality Agreements," *The Legal Intelligencer* In-House Counsel CLE Seminar, Philadelphia, October, 2015
- Speaker, "PBI Mergers & Acquisitions: Development and Practice Tips: Special Committee Process and Standards of Review - the Heinz Case Study," Philadelphia, June 2015
- Speaker, "RR Donnelley SEC Hot Topics Institute," Philadelphia, September 17, 2014
- Panel Moderator, "Titans of Technology," IMPACT 2012, Philadelphia, November 7, 2012
- Panel Moderator, "Navigating the Strategic Landscape: A Corporate Buyer's Perspective," IMPACT 2010, Philadelphia, November 10, 2010
- "TATRC – Pitching New Federal Lab Technologies to the Experts," National Association of Seed and Venture Funds 2010 Conference, Baltimore, October 14, 2010
- "Recent Developments in Top-Up Options," SEC Hot Topics Institute, Philadelphia, September 28, 2010