



Terrence M. Kerwin

Partner

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Terry is a partner in the Corporate Department. He works with clients across a range of industries, and advises startup and growth-stage companies on various matters from formation to exit, including:

- choice of entity
- corporate governance
- corporate finance
- private equity and venture capital transactions
- securities
- commercial contract preparation and review
- employment issues
- buy-sell agreements and shareholder disputes
- intellectual property protection and transfer
- mergers and acquisitions

Terry is also member of the firm's Emerging Companies & Venture Capital Practice Group, and a founding member of the Technology Practice Group. He is actively involved in the Philadelphia Alliance for Capital and Technology (PACT) and the Philadelphia Chapter of the Association for Corporate Growth (ACG).

Terry "... understands our goals and knows how to identify opportunities and risks. He is responsive and detail-oriented."

~ Chambers USA, confidential interview of a corporate client

Representative Matters

Terry frequently represents both sellers and buyers in acquisitions, including:

- Shareholders of a consumer products company in their \$450 million sale of the company's capital stock.
- Management of a telecommunications infrastructure company in a \$400 million management buy-out.
- A telecommunications company in its \$90 million acquisition of towers and related contracts.
- A publicly held pharmaceutical company in its \$42 million acquisition of all of the capital stock of a privately held pharmaceutical company.
- An occupational health company in its \$35 million sale to a national physical therapy company.



- A private practice in the specialty field of intraoperative neuromonitoring in connection with the sale by its shareholders of all of the capital stock of the company for \$34 million.
- A food packager/distributor in a \$27 million sale of its assets, including its real estate.
- A privately held pharmaceutical solutions software company in connection with the sale by its shareholders of all of the capital stock of the company for \$21 million.
- A closely held home building company in a \$15 million asset sale.

In his financing practice, Terry represents both investors and the company seeking investment, including:

- An international private equity fund in over \$1 billion of private investment transactions, ranging in size from \$2 million to \$200 million per investment.
- A private equity fund in its \$50 million revolving line of credit from institutional financing sources.
- A venture capital fund in its \$8 million and \$12 million Preferred Stock investments in medical device companies.
- A publicly traded company in its \$5 million purchase of Series B Preferred Stock of a privately held software company.
- A medical device company in its \$3 million sale of Series A Preferred Stock, \$11 million sale of Series B Preferred Stock, and \$18 million sale of Series C Preferred Stock.
- A software company in its \$15 million sale of Series B Preferred Stock.
- A startup pharmaceutical company in its formation, financing and \$10 million purchase of drug compound and related intellectual property from an international pharmaceutical company.
- A medical device developer in its \$4 million offering of subordinated convertible promissory notes.
- A medical device developer based out of Pennsylvania State University in its \$1.2 million offering of subordinated convertible promissory notes.

Before Fox Rothschild

At the Penn State Dickinson School of Law, Terry was casenote editor of the *Penn State Law Review*, a member of the Woolsack Society, the recipient of a Dean's Scholarship as well as the Joseph McKean Scholarship, and graduated *magna cum laude*. While at law school, Terry clerked for the Honorable Kevin A. Hess of the Cumberland County Court of Common Pleas.

As an undergraduate at Penn State, Terry was a member of the Phi Beta Kappa Honor Society, the National Society of Collegiate Scholars, and was an active member of the Penn State Lion Ambassadors and the Penn State Blue and White Society.

Honors & Awards

- Named to the "Pennsylvania Rising Stars" list for Business/Corporate Law by *Super Lawyers* (2017-2020)
- Named among the top 25 Young Lawyers on the Rise by the *Philadelphia Business Journal* (2017)
- Recognized by *Chambers USA* for Startups & Emerging Companies - Nationwide (2016-2018) and Corporate/M&A & Private Equity - Pennsylvania (2019-2020)



Practice Areas

- Corporate
- Emerging Companies & Venture Capital
- Technology
- Nonprofit Organizations
- Mergers & Acquisitions
- Business Succession Planning
- Executive Compensation

Bar Admissions

- Pennsylvania

Education

- Pennsylvania State University Dickinson School of Law (J.D., *magna cum laude*, 2008)
- Pennsylvania State University (B.A., 2005)

Memberships

- Association for Corporate Growth
- Chester County Bar Association
- Greater Philadelphia Alliance for Capital and Technologies (PACT)
- IMPACT Venture Summit
 - Early Stage Company Selection Committee
- Penn State Venture and IP Conference
 - Ambassador Committee
- Pennsylvania Bar Association
- Phorum Philadelphia Enterprise Technology Conference
 - Executive Committee