



Vincent A. Vietti

Partner

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Vince is an experienced corporate lawyer and is the co-chair of the firm's Public Companies Practice. He has in-depth knowledge in the areas of:

- Federal and state securities law
- Mergers and acquisitions
- Venture capital and corporate finance
- Corporate governance
- Corporate control transactions
- General corporate and commercial matters

Securities

For more than 20 years, Vince has served as outside corporate counsel to a number of small and mid-sized public companies. He serves as the lead attorney in SEC counseling, compliance and reporting for many of the firm's publicly traded clients. In this capacity, he regularly advises executive officers and public company boards in connection with periodic reporting, compliance with applicable Nasdaq and Exchange rules, completing and structuring public and private capital raising transactions, corporate governance matters, the impact of the Dodd-Frank and Sarbanes-Oxley Acts, press releases, earnings calls and related publicity, managing shareholder issues, effecting share repurchase programs, 10b5-1 trading plans, and equity compensation matters. He routinely represents issuers in "PIPE" transactions, private placements, and accessing the capital markets through reverse acquisitions. Vince has particular experience in corporate control matters, having represented both management and outside shareholders in public and private proxy fights and issuers in shareholder buyout and capital restructurings.

Mergers and Acquisitions

In the area of mergers and acquisitions, Vince assists clients in executing acquisition and divestiture strategies. He has significant experience in advising clients on business combinations, asset sales, recapitalizations and related corporate transactions. Vince counsels public boards in fulfilling their fiduciary duties in connection with change in control transactions, conducting auctions and structuring, negotiating and completing public to public merger transactions. He represents public and private companies in effecting industry specific acquisition programs and management groups in buyout transactions.

Venture Capital and Corporate Finance

From initial term sheet to exit, Vince represents early, mid stage and mature companies in raising outside money from professional investors. He understands the legal and business considerations required to effectively manage these relationships to achieve mutual business goals. More generally, Vince regularly assists clients in completing secured lending and alternative financing transactions to fund working capital needs, acquisitions, recapitalizations and real estate purchases.

Before Fox Rothschild

Prior to law school, Vince gained hands-on securities experience on Wall Street as a registered sales representative with an investment bank.

Representative Matters

- Represented Fidelity National Financial Ventures (NYSE: FNFV) on the spinoff of its J. Alexander's Holdings, Inc. (NYSE: JAX) subsidiary and listing on The New York Stock Exchange.
- Represented national mortgage banking company licensed in 32 states and its stockholders in its acquisition by private equity buyer, including credit facility to fund growth during the regulatory approval period, post-closing employment agreements, and roll-over investment.
- Represented Met-Pro Corporation (NYSE: MPR) in the \$210 million acquisition by CECO Environmental Corporation (NASDAQ: CECE) for cash and stock.
- Represented the management of Waypoint Holdings Ltd, a helicopter leasing company, in obtaining \$375 million of equity growth capital from funds affiliated with MSD Capital LP, Soros Fund Management LLC, and Cartesian Capital Group.
- Represented a public company in a \$25 million merger with a public acquirer.
- Represented selling shareholders in a \$150 million IPO.
- Represent a national defense contractor in a \$25 million secured financing, share repurchase and recapitalization.
- Represented a publicly traded ATM operator in a going private transaction pursuant to a \$20 million cash merger with a public company.
- Represented a publicly traded health care company in a \$250 million cash merger/tender offer by a public company.
- Represented public company in \$20 million secured lending, subordinated convertible debt and recapitalization transaction.
- Represented a pharmaceutical manufacturer in a \$75 million universal shelf registration statement.
- Represent management of a private technology security company in financing and completing a management buyout.
- Represented public company in \$22 million secured convertible debt PIPE financing transaction.
- Represented a publicly held medical device company in a merger with a private company and registration statement on Form S-4.
- Defended a public construction company in a lengthy consent solicitation.
- Regularly assisting clients in private placements of debt and equity securities.
- Represented widely held private company in \$17.5 million buyout of private equity investor financed by seller notes, secured revolving credit facility, and term loans.



- Represented publicly traded biometric technology company in \$19.5 million private placement transaction and strategic software license purchase agreement with a Hong Kong-based public company.
- Represented issuer in \$60 million term loan and revolver to fund working capital and partial recapitalization.
- Counsel to issuer in three tranche \$75 million private equity investment in an early stage frac sand mine operator.

Practice Areas

- Corporate
- Public Companies
- Emerging Companies & Venture Capital
- Mergers & Acquisitions
- Securities Entity Formation
- Cannabis Law
- China
- Capital Markets

Bar Admissions

- New Jersey
- Pennsylvania

Education

- Temple University School of Law (J.D., 1992)
- Temple University (B.S., *magna cum laude*, 1986)

Memberships

- New Jersey Bar Association
- Pennsylvania Bar Association
- Philadelphia Bar Association