

The background features a stylized world map composed of a grid of small dots in shades of orange, red, and yellow. Overlaid on this map is a complex network of thin, light-colored lines connecting various points, creating a web-like structure. The overall color palette transitions from a warm orange at the top left to a deep magenta and finally to a dark blue at the bottom right. Two solid-colored rectangular boxes, one in the top left and one in the middle right, serve as containers for the text.

K&L GATES

**GLOBAL CORPORATE PRACTICE
TRANSACTION HIGHLIGHTS
2025**

CORPORATE PRACTICE OVERVIEW

As a **GLOBALLY INTEGRATED FIRM** with a **CLIENT-FOCUSED, SOLUTIONS-DRIVEN CORPORATE PRACTICE**, our commitment is unwavering in providing pragmatic legal advice that elevates our clients' businesses in today's ever-expanding global economy.

Serving as the primary outside legal counsel to a myriad of growing middle-market enterprises, we stand at the **FOREFRONT OF ADDRESSING CRITICAL ISSUES SPANNING DIVERSE INDUSTRIES**, such as health care, life sciences, manufacturing, industrials, technology, financial services, energy, transportation and logistics, food and beverage, and consumer products.

Our highly responsive and collaborative team seamlessly provides **FULL-SERVICE CORPORATE COUNSEL** to clients at the local, national, and global levels. Our hands-on guidance on day-to-day operational issues not only offers firsthand insights into our clients' businesses, but also informs our approach to assisting them in structuring, financing, and successfully completing domestic and cross-border transactions.

What sets our Corporate practice apart is the deep understanding we hold for our clients' concerns, challenges, and business objectives. This, coupled with our **UNPARALLELED COMMITMENT TO COLLABORATION AND INDUSTRY EXPERIENCE**, establishes us as a distinctive and invaluable partner in their success.

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NAMED 2024 “LAW FIRM OF THE YEAR”
IN CORPORATE LAW BY BEST LAW
FIRMS®, ONE OF 58 RANKINGS FOR THE
CORPORATE PRACTICE.

MANUFACTURING AND INDUSTRIALS

SAMVARDHANA MOTHERSON

We assisted **SAMVARDHANA MOTHERSON** International Limited (Motherson) in entering into definitive agreements through its subsidiary SMRP BV to acquire a 95% stake in Japanese automotive parts manufacturer Atsumitec Co, Ltd (Atsumitec).









Atsumitec specializes in metal and machining—primarily manufacturing chassis and transmission parts—with nine facilities across China, Hong Kong, Indonesia, Japan, Mexico, Thailand, the United States, and Vietnam.

The acquisition involves a series of transactions, including the purchase of at

least 48.02% of Atsumitec’s shares from shareholders and a share repurchase by Atsumitec from Honda Motors Co. (Honda), resulting in a 95:5 strategic partnership between Motherson and Honda. The transactions are expected to be completed in early 2025, pending clearance from Japanese merger control authorities.

The deal team advising Motherson was led by lawyers from Singapore, Hong Kong, Tokyo, and Shanghai, with local counsel across Indonesia, Mexico, Thailand, and Vietnam. US advice was provided by lawyers in our Seattle and Nashville offices.

MANUFACTURING AND INDUSTRIALS HIGHLIGHTS

 AccreditedLabs Accredited Labs Acquisition of Servo Innovations, LLC	 AccreditedLabs Accredited Labs Acquisition of Quality Control Services, Inc.	 AccreditedLabs Accredited Labs Acquisition of Rogers Calibration Company, Inc. d/b/a Cal-Labs	 AccreditedLabs Accredited Labs Acquisition of OCS Technologies, Inc.
 AccreditedLabs Accredited Labs Acquisition of J&J Calibration Services	 AccreditedLabs Accredited Labs Acquisition of Cal Tec Process Management, LLC	 AccreditedLabs Accredited Labs Acquisition of Precision Calibration Systems, LLC	 AccreditedLabs Accredited Labs Acquisition of Cal-Cert Company
 AquaPhoenix SCIENTIFIC AquaPhoenix Scientific, LLC Acquisition of ITEK LLC, d/b/a TankScan	 AquaPhoenix SCIENTIFIC AquaPhoenix Scientific, LLC Acquisition of Water America, LLC	 CRANE Crane Company (NYSE: CR) Acquisition of Technifab Products, Inc.	 CRANE Crane Company (NYSE: CR) Acquisition of CryoWorks, Inc.
 CRANE Crane Company (NYSE: CR) Acquisition of Vian Enterprises, Inc.	 DGD GARAGE DOORS Discount Garage Doors & Repairs, LLC Sale of Stock to Sydnic, LLC	 gelion inspired energy Gelion PLC (AIM: GELN) Placing, Subscription, and Retail Offer of New Shares	 gleneagle Gleneagle Securities (Aust) Pty Ltd Equity Fundraise
 HADLEY Hadley Capital Fund IV LP Acquisition of Interstate Fabrications, L.L.C.	 HercRentals® Herc Holdings Inc. (NYSE: HRI) Acquisition of BayRent, LLC	 HercRentals® Herc Holdings Inc. (NYSE: HRI) Acquisition of Hallettsville Quality Equipment Rentals, Inc.	 HercRentals® Herc Holdings Inc. (NYSE: HRI) Acquisition of American Shoring Inc. and Maragliano Trucking, Inc.

MANUFACTURING AND INDUSTRIALS HIGHLIGHTS (CONTINUED)



Herc Holdings Inc.
(NYSE: HRI)

Acquisition of
All Rental Center, Inc.



Herc Rentals Inc.

Acquisition of Quality Rentals, Inc.



Herc Rentals Inc.

Acquisition of Aerial Work
Platforms, Inc.



Herc Rentals Inc.

Acquisition of Summit Equipment
Rentals, LLC



Incline Equity Partners

Investment in Accredited Labs



IntelliDesign Pty Ltd

Acquisition of Assets from
SigSense Pty Ltd

Macquarie Bank
Limited
(ASX: MQG)

Minority Equity
Stake in High
Density Civil Pty Ltd



Midwest Fiber Recycling

Equity Sale of Confidential On-Site
Paper Shredding, LLC; Midwest
Fiber, Inc. of Decatur; Midwest Fiber
Recycling of Peoria, Inc.; and Midwest
Fiber Recycling of Terre Haute, Inc.



Packaging Matters, LLC

Acquisition of Facility
From Peninsula
Packaging, LLC



Pact Group Industries
(ANZ) Pty Ltd

Sale of Shares in VRM



PIKE STREET

Pike Street Capital, LP

Acquisition of K&N Electric
Motors, Inc.



PIKE STREET

Pike Street Capital, LP

Acquisition of L2 Systems, LLC



PIKE STREET

Pike Street Capital, LP

Acquisition of Rockwell Engineering
and Equipment Co.



PIKE STREET

Pike Street Capital, LP

Acquisition of Alaska
Roteq Corporation



PIKE STREET

Pike Street Capital, LP

Acquisition of Don Pedro Pump, LLC



Sage Growth
Capital, LLC

Investment
in Illumagear



Southern Cross
Electrical
Engineering Limited

Acquisition of MDE
Group Pty Ltd



Snowtunnel Parks
Pty Ltd

Private Seed Convertible Note
Capital Raise



The Cook & Boardman
Group, LLC

Acquisition of Lanmor Services, Inc.
and Lanmor Services of
Nevada, LLC



The Cook & Boardman
Group, LLC

Acquisition of
Discovery Door, Inc.

MANUFACTURING AND INDUSTRIALS HIGHLIGHTS (CONTINUED)

 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of B.R. Johnson, LLC</p>	 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of OKEE Industries, Inc.; Construction Hardware, Inc.; Builders Hardware Incorporated; and Hardware Specialties, Inc.</p>	 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of McBride Door & Hardware, Inc. and Eight-Ten Commercial, Inc.</p>	 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of Bunting Door & Hardware Co., Inc. and Loktek, LLC</p>
 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of Brymer Communication Services, LLC</p>	 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of Mullins Building Products, Inc.</p>	 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of Architectural Doors, Inc</p>	 <p>The SEER Group LLC</p> <p>Acquisition of Outstanding Capital Stock of Donley Service Center Inc.</p>
 <p>The SEER Group LLC</p> <p>Purchase of Marshalls, Inc.</p>	 <p>The SEER Group LLC</p> <p>80% Acquisition of Outstanding Equity of Advanced Heating & Air</p>	 <p>The SEER Group LLC</p> <p>Acquisition of 80% of Outstanding Equity Interest of Mike Council Plumbing LLC</p>	 <p>Titomic Limited (ASX: TTT)</p> <p>Placement</p>
 <p>Titomic Limited (ASX: TTT)</p> <p>Institutional Two Tranche Placement</p>	 <p>United Development Company</p> <p>Sale of 40% of Qatar District Cooling Company</p>	 <p>Voyager Partners Management LLC</p> <p>Investment in Channing Street Copper Company</p>	 <p>Voyager Partners Management LLC</p> <p>Preferred Stock Investment in Aepnus Technology Inc.</p>
 <p>Westinghouse Air Brake Technologies Corporation a/k/a WABTEC (NYSE: WAB)</p> <p>Acquisition of Shares in Tehnika Pty Ltd</p>	<p>“I really appreciate K&L Gates’ ability to look at deeper levels of the questions that we ask.”</p> <p>—Chambers United Kingdom 2024 guide</p>		

TECHNOLOGY

LEONARDO.AI

We advised innovative generative AI company **LEONARDO INTERACTIVE PTY LTD** (Leonardo.ai) in its strategic acquisition by Canva, Inc., a globally renowned graphic design powerhouse founded in Australia. Leonardo.ai, an Australia-based platform supported by prominent venture capital firms such as Blackbird and Side Stage Ventures, empowers users to create intricate visual assets through advanced AI technology. Canva, celebrated as Australia's largest private tech entity, offers cutting-edge online graphic design and publishing solutions.

Canva's strategic acquisition recognized the value of Leonardo.ai's robust foundational models, as well as its team of 120 researchers, engineers, and designers. Leonardo.ai will continue

to develop its platform, expecting to accelerate its already impressive growth with Canva's backing.

A team of cross-border mergers and acquisitions, emerging growth and venture capital, and tax lawyers managed the transaction. Lawyers from our New York, San Francisco, Sydney, New York, and Palo Alto offices led the deal team, providing crucial advice on US law and related tax structuring.

Leonardo.ai is a distinguished portfolio company of Blackbird, a long-term client of the firm. We previously advised Blackbird on its investments in Leonardo.ai, further solidifying their collaborative relationship.

“K&L Gates proved to be exceptional partners and advisors across every aspect of the acquisition. We operated an accelerated process to complete the transaction in record time, and K&L Gates expertly delivered across all facets of the deal, at speed.”

— Chris Gillis, co-founder and CFO of Leonardo.ai

TECHNOLOGY HIGHLIGHTS

17LIVE

17Live Inc.
Combination with
Singapore's Vertex
Technology Acquisition
Corporation Ltd.

accelalpha

CEO of Accelalpha
Acquisition by IBM

AccreditedLabs

Accredited Labs
Asset Acquisition of
Huston-Depue
Calibration Laboratories

AccreditedLabs

Accredited Labs
Asset Acquisition of
Utah Scale Center

adzuna

Adzuna Limited
Stock Acquisition of Work4 Labs,
Inc. and Work4 SAS

AKOUSTIS

Akoustis
Technologies, Inc.
Underwritten Public
Offering of Common Stock

AKOUSTIS

Akoustis
Technologies, Inc.
Registered Direct Offering
of its Common Stock and
Pre-funded Warrants

BirdDog

BirdDog Technology
Limited
(ASX: BDT)
Selective Buyback of
Co-Founder Equity

BLACKBIRD

Blackbird
Ventures Pty Ltd
Lead Investor in Leonardo.ai's
Series A Funding Round

board

Board International SA
Acquisition of
Prevedere, Inc.

butn®
Your money, today

Butn Limited
(ASX: BTN)
ANREO

5
TECHNOLOGY

C5 Technology
Sale to OneStep Group

center.

Center ID Corp.
Series C Preferred
Stock Financing

comestri
an Ultra Commerce company

Comestri Pty Ltd
Sale to Ultra Commerce
Holdings Limited

Correcto.

Correcto, Inc.
Series Seed Preferred
Stock Financing

Enteq
Technologies

Enteq
Technologies PLC
(AIM: NTQ.L)
Placing, Subscription,
and Retail Offer of New Shares

e⁺
Where Technology Means More®

ePlus, Inc.
(NASDAQ: PLUS)
Acquisition of
Peak Resources, Inc.

erudit

ERUDIT AI INC
Series A Preferred
Stock Financing








Erie Street
GROWTH PARTNERS

Erie Street
Growth Partners
Initial Round of Funding for
Quantum Rise








Executive
PLATFORMS

Executive Platforms
Combination
with Board.org

TECHNOLOGY HIGHLIGHTS (CONTINUED)

 <p>EzyCharge Australasia Pty Ltd</p> <p>Sale to INFORICH Inc</p>	 <p>Falfurrias Capital Partners</p> <p>Recapitalization of My Code</p>	 <p>Falfurrias Capital Partners</p> <p>Strategic Investment in Brainlabs</p>	 <p>Falfurrias Capital Partners</p> <p>MOXFIVE</p>
 <p>Fat Zebra Pty Ltd</p> <p>Acquisition of Adatree Pty Ltd</p>	 <p>Fat Zebra Pty Ltd</p> <p>Acquisition of Southern Payment Systems Pty Ltd (Pin Payments)</p>	 <p>Fresnel Software Corporation</p> <p>Acquisition by Bow River</p>	 <p>FTI Consulting Australia Pty Ltd</p> <p>Sale of Assets and Business to Betmakers Technology Group Ltd</p>
 <p>GrantStation.com, Inc.</p> <p>Acquisition by Elios Media Group</p>	 <p>HANS DEHN Holding SE + Co KG</p> <p>Purchase of Certain Assets of ABB, Inc.</p>	 <p>Humm Group Limited (ASX: HUM)</p> <p>Acquisition of BidFin</p>	 <p>Incline Equity Partners</p> <p>Partners with White Label Communications, LLC</p>
 <p>KredosAI, Inc.</p> <p>SAFE Financing Round</p>	 <p>Leonardo.Ai</p> <p>Cross Border Acquisition by Canva, Inc.</p>	 <p>Lincoln Park Capital Fund, LLC</p> <p>PIPE Investment in Zapata Computing Holdings Inc.</p>	 <p>Marbruck Investments</p> <p>Preferred A Capital Raise of Spoke Network</p>
 <p>Marbruck Investments Limited</p> <p>Series B Investment into Mutinex</p>	 <p>Peak XV Partners</p> <p>Series Seed Capital Raise of Brainfish Pty Ltd</p>	 <p>Premium Installation & Design South LLC</p> <p>Combination with Innovative Technology Solutions & Security LLC</p>	 <p>Probably Monsters Inc.</p> <p>Sale of Firewalk Studios LLC to Sony Interactive Entertainment</p>

TECHNOLOGY HIGHLIGHTS (CONTINUED)

 <p>Sage Growth Capital, LLC</p> <p>Investment in Textual.com, Inc.</p>	 <p>Sage Growth Capital, LLC</p> <p>Investment in Massed Compute, LLC</p>	 <p>STN Video, Inc.</p> <p>Sale to Minute Media</p>	 <p>Studio Sai, Co.</p> <p>Series Seed Preferred Stock Financing</p>
 <p>SeaChange International, Inc.</p> <p>Sale to Enghouse Systems Limited</p>	 <p>Troop Travel, Inc.</p> <p>Series B Preferred Stock Financing</p>	 <p>Voyager Partners Management LLC</p> <p>Investment in Anne.AI GMBH</p>	

The Legal 500 United Kingdom 2024 edition notes K&L Gates offers a “brilliant” service across a number of key sectors, including technology, industrials, real estate, energy, infrastructure, and sport.

ENERGY

ØRSTED

We advised **ØRSTED**, a leading clean energy company, in forming a strategic partnership with Mission Clean Energy, a developer of utility-scale renewable energy and storage solutions. This collaboration aims to advance four standalone battery energy storage systems across the Midwest. Ørsted, celebrated as the world's most sustainable energy company by the Corporate Knights Global 100 index, is the only energy firm with a science-based net-zero emissions target validated by the Science Based Targets initiative.

Ørsted will provide financial backing for interconnection queue positions

for Mission's four storage projects, while Mission will spearhead their development. Together, they have submitted interconnection applications for projects totaling 1GW in the Mid-Continent Independent System Operator Central and North. Beyond this initiative, Ørsted is committed to expanding storage capacity across the United States.

Lawyers from our Kansas City; Washington, D.C.; and Seattle offices played a pivotal role in guiding Ørsted through the finalization of this strategic partnership with Mission Clean Energy.

“We look forward to accelerating the expansion of storage projects across the Midwest as we broaden our portfolio of renewable energy technologies and services for customers. We enjoyed working with K&L Gates in structuring this unique and important partnership with Mission Clean Energy.”

– Mike Morrow, VP of M&A and Business Development at Ørsted

ENERGY HIGHLIGHTS



Amaroq Minerals

Amaroq Minerals Ltd.

Convertible Notes



Amaroq Minerals

Amaroq Minerals Ltd.

Placing and Subscription
of Common Shares



城道通环保科技
ENVIRONMENTAL TECHNOLOGY

CDT Environmental Technology
Investment Holdings Limited
(NASDAQ: CDTG)

IPO and Listing on NASDAQ



Castle
Minerals Limited
(ASX: CDT)

Placement



Clean Power Hydrogen plc
(LON: CPH2)

Placing, Subscription, and Retail
Offer of New Shares



Dateline Resources
Limited
(ASX: DTR)

Equity Fundraise



Fugu Carbon Pty Ltd

Series Seed Raise



Fuuse Limited

Series A Financing



GRI Towers
Texas Inc.

Sale of 2023 45X
Advanced Manufacturing
Product Tax Credits



Incline Equity
Partners

Sale of Unified Power



Industrial Air
Flow Dynamics, Inc.

Acquisition of A.C.T.
Cooling Towers, Inc.



Ionic Rare Earths Limited
(ASX: IXR)

Placement to
Sophisticated Investors



Kingswood Capital
Partners, LLC

Initial Public Offering of SolarMax
Technology, Inc.



LKQ Corporation
(NASDAQ: LKQ)

Participation in Series A Financing
of Princeton NuEnergy



Lucapa Diamond
Company Limited
(ASX: LOM)

Sale of Interest in the
Mothae Diamond Project



Lucapa Diamond
Company Limited
(ASX: LOM)

Placement and Share
Purchase Plan



MC Mining Limited
(ASX: MCM)

Hostile Off-Market
Cash Takeover



On Computer
Services, LLC
d/b/a Unified Power

Acquisition of Uptronix, Inc.



Polymetals Resources Ltd
(ASX: POL)

Acquisition of Orana
Minerals Pty Ltd



Polymetals Resources Ltd
(ASX: POL)

Equity Fundraise

ENERGY HIGHLIGHTS (CONTINUED)



Polymetals

Polymetals Resources Ltd
(ASX: POL)

Purchase of the Project Owners of
the Endeavor Silver, Zinc, and Lead
Mine from CBH Resources Limited



Rainbow Rare
Earths Limited
(OTCMKTS: RBWRF)

Gross Revenue Royalty and
Subscription for Shares

TERRAMONT
INFRASTRUCTURE PARTNERS

Terramont Infrastructure
Fund, LP

Investment and Recapitalization of
Long Island Waste Services



VINCI Energies
Italia S.r.l.

Acquisition of Giordano & C.

VOYAGER

Voyager Partners
Management LLC

Preferred Stock Investment
in Arbor Energy and
Resources Corporation

VOYAGER

Voyager Partners
Management LLC

Preferred Stock Investment in Alta
Resource Technologies, Inc



Whairo Capital Pty Ltd

Two Tranche Placement for
QMiners Limited

The Legal 500 Asia Pacific 2024 edition
recognized K&L Gates in more than 35
practice areas across eight countries and
regions, including Corporate and M&A in
Australia, China, Hong Kong, and Taiwan.

“The team at K&L Gates is always our first call
when we have a deal progress to the final bid
submission and negotiation phase.”

—Best Law Firms® 2024 edition

K&L Gates was again among the **TOP TEN FIRMS**—out of more than 15,000 ranked—for most overall first-tier rankings in the 2025 edition of Best Law Firms®.

“K&L Gates has an excellent understanding of business and what it takes to make a deal work in the real world.”

“K&L Gates showed patience, persuasiveness and experience when negotiating with a difficult and demanding party.”

—Chambers Greater China Region 2024 guide

HEALTH CARE AND LIFE SCIENCES

LEHIGH VALLEY HEALTH NETWORK

We advised **LEHIGH VALLEY HEALTH NETWORK** in its merger with Jefferson Health, forming a formidable US\$15 billion health system serving Pennsylvania and New Jersey. This landmark merger positions the new entity among the 15 largest nonprofit hospital groups in the United States by revenue.

By uniting their strengths and resources, the merger enhances patient care and expands services across the region, establishing a leading provider of comprehensive health care services with

a commitment to innovation, quality, and accessibility. The combined network boasts an extensive array of hospitals, outpatient facilities, and specialized care centers, ensuring patients receive top-tier medical care close to home.

Our cross-office team played a pivotal role in this “transformative transaction,” with valuable contributions from lawyers in our Nashville; Pittsburgh; Raleigh; Charleston; Chicago; Research Triangle Park; Austin; Seattle; Washington, D.C.; and Harrisburg offices.

“The dedication of our outside legal team at K&L Gates was instrumental in the successful completion of this complex combination. Their strategic guidance and tireless work ensured that every detail was handled with precision, allowing us to achieve our goals seamlessly.”

— Annette White, chief administrative officer and legal officer for
Lehigh Valley Health Network

HEALTH CARE AND LIFE SCIENCES

AXONICS, INC.

We represented **AXONICS, INC.** (NASDAQ: AXNX) in an acquisition by Boston Scientific Corporation (NYSE: BSX) for approximately US\$3.7 billion.

Axonics is a California-based medical device company focused on rapidly evolving developments in urology. In 2022 and 2023, respectively, the company was ranked first and second among the fastest-growing companies in the United States.

Over the course of a decade, we represented Axonics with its earliest stages of venture capital financing through its initial public offering, subsequent public offerings and acquisitions, and eventual sale transaction.

The Axonics team was led by lawyers from our Orange County office and included more than 50 lawyers from 16 offices around the world.

“It was a pleasure working with K&L Gates over the past decade. My colleagues and I were impressed with their ability to address complex issues, including navigating a 10-month-long FTC inquiry. At all times they provided clear and understandable practical solutions in a timely manner allowing us to complete a very successful merger transaction.”

— *Raymond W. Cohen, co-founder & Chief Executive Officer, Axonics, Inc.*

HEALTH CARE AND LIFE SCIENCES HIGHLIGHTS

 <p>AVITA Medical, Inc. (NASDAQ: RCEL)</p> <p>Senior Term Loan Facility</p>	 <p>Axonics, Inc. (NASDAQ: AXNX)</p> <p>Acquisition by Boston Scientific Corporation</p>	 <p>BJC HealthCare</p> <p>Transaction with Saint Luke's Health System</p>	 <p>IPG Harrisdale Pty Ltd</p> <p>Acquisition of Harrisdale Discount Drug Store by The Infinity Pharmacy Group</p>
 <p>ENDRA LifeSciences, Inc. (NASDAQ: NDRA)</p> <p>Form S-1 Offering</p>	 <p>Evolution Capital Pty Ltd</p> <p>Placement by Anteris Technologies Ltd</p>	 <p>Evolution Capital Pty Ltd</p> <p>Raising for Anteris Technologies Ltd in a One Tranche Placement</p>	 <p>Exact Sciences Corporation (NASDAQ: EXAS)</p> <p>Convertible Senior Notes</p>
 <p>Incline Equity Partners</p> <p>Sale of ASP Global, LLC</p>	 <p>Lincoln Park Capital Fund, LLC</p> <p>PIPE Investment in Humacyte, Inc.</p>	 <p>Lincoln Park Capital Fund, LLC</p> <p>PIPE Investment in Daré Bioscience, Inc.</p>	 <p>LTR Pharma Pty Ltd (ASX: LTP)</p> <p>Institutional Placement</p>
 <p>MDxHealth SA (NASDAQ: MDXH)</p> <p>At-The-Market Sales Agreement with TD Securities (USA) LLC</p>	 <p>MDxHealth SA (NASDAQ: MDXH)</p> <p>Senior Secured Term Loan Facility</p>	 <p>Merrill Gardens LLC</p> <p>Formation of a Joint Venture with HI-IV Tukwila Investor, LLC</p>	 <p>Microsoft Corporation (NASDAQ: MSFT)</p> <p>Series F Preferred Stock Investment in Freenome Holdings, Inc.</p>
 <p>Movano Inc.</p> <p>Private Placement of Common Stock and Warrants</p>	 <p>Parkview Health System, Inc.</p> <p>Formation of a Partnership with Surgery Partners</p>	 <p>Renovaro Biosciences Inc. (NASDAQ: RENB)</p> <p>Acquisition of GEDi Cube Intl Ltd.</p>	 <p>Rocket Pharmaceuticals, Inc.</p> <p>Underwritten Public Offering of Common Stock</p>

HEALTH CARE AND LIFE SCIENCES HIGHLIGHTS



Sage Growth
Capital, LLC

Investment in Remedy
Medical Manufacturing LLC



Signature Care Pty Ltd

Sale to For Purpose Aged
Care Australia

The *Chambers Greater China* 2024 guide recognized K&L Gates' M&A practice as an **ACCOMPLISHED** practice with experience advising on cross-jurisdictional and domestic corporate mandates, and possessing **NOTABLE EXPERTISE** in M&A, investment, financing, and restructuring matters.

The *Chambers USA* 2024 guide ranked K&L Gates as a nationwide leader for Corporate/M&A, noting the practice as having “**BROAD INDUSTRY EXPERIENCE** including deals in the life sciences, financial services, and energy spaces...capable of handling transactions on both the domestic and international stages.”

CONSUMER PRODUCTS



LEAGUE ONE VOLLEYBALL

We represented **LEAGUE ONE VOLLEYBALL (LOVB), INC.**, a Los Angeles, California-based holistic volleyball ecosystem—including one of the largest youth volleyball club communities in the United States and a newly launched professional league, LOVB Pro—in its purchase of assets from companies including Rio Volleyball Club Inc., Junior Volleyball Association of Austin, Smash Volleyball, and several other youth volleyball organizations.

These clubs are engaged in organizing, hosting, and operating youth volleyball operations, such as club teams, camps, classes, training, private lessons, tournaments, leagues, and clinics. LOVB purchased the assets, and engaged in leases and employment agreements in connection with the acquisitions, with counsel from lawyers in our Miami, Charlotte, Kansas City, and Boston offices.

CONSUMER PRODUCTS HIGHLIGHTS



Alta Global
Group Limited
New York Stock
Exchange Listing

American Beauty Labs
Pty Ltd
Offer of Securities



Barefoot Mosquito and
Pest Control, LLC
Acquisition of Evolve
Pest Control Dallas, LLC



Barefoot Mosquito and
Pest Control, LLC
Acquisition of
Sniper Services, LLC



Barefoot Mosquito and
Pest Control, LLC
Acquisition of Marble
Falls Pest Control, Inc.



Barefoot Mosquito and
Pest Control, LLC
Acquisition of
Mosquito Scott, LLC



Barefoot Mosquito
and Pest Control, LLC
Acquisition of
Acenitec, Inc.



Barefoot Mosquito
and Pest Control, LLC
Acquisition of Fifty Acre
Holdings, LLC
d/b/a Rainbow Pest Control



Barefoot Mosquito
and Pest Control, LLC
Acquisition of A & B
Termite & Pest Control, Inc.



League One
Volleyball, Inc
Purchase of Assets from
Kokoro Volleyball



League One
Volleyball, Inc
Asset Acquisition of Smash
Volleyball, Inc.



League One
Volleyball, Inc
Asset Acquisition of Rio
Volleyball Club Inc.



League One
Volleyball, Inc
Asset Acquisition of Junior
Volleyball Association of Austin



Mr. Magic Car Wash
Purchase of Coates Car
Care, Inc. and Three C's, Inc.



Ord Minnett Limited
Underwritten
Two Tranche
Placement for Bluebet
Holdings Limited



Toys R Us ANZ Limited
(ASX: TOY)
Acquisition of RIOT



Toys R Us ANZ Limited
(ASX: TOY)
Placement of Convertible Notes,
Loan Options, and Shares from
Mercer Street Global Opportunity
Fund II LP



Toys R Us ANZ Limited
(ASX: TOY)
Private Placement of Shares

FOOD AND BEVERAGE

CENTURIA CAPITAL GROUP

We represented **CENTURIA CAPITAL GROUP** (Centuria) in its agreement to acquire Katunga Fresh's 21-hectare glasshouse facility in Katunga, Victoria. The asset will be owned by the unlisted, open-ended Centuria Agriculture Fund (CAF).

The Katunga acquisition will increase CAF's total agriculture assets under management to AU\$0.65 billion, with a total glasshouse portfolio of more

than 100 hectares. The facility also includes large packing sheds, energy infrastructure, significant bore water licenses, and substantial onsite water storage capacity.

Katunga Fresh is one of Australia's largest suppliers of tomatoes, having operated from this site for 20 years and employing advanced lighting technology for year-round tomato production.

“Naomi and the K&L Gates team performed exceptionally well on the acquisition of the Katunga Fresh glasshouse, working tirelessly and diligently to ensure all elements of the deal were appropriately addressed. We have enjoyed working with this team over a number of complex and successful transactions, and it's great to add another to the list.”

— Andrew Essey, Chief Investment Officer, Centuria

FOOD AND BEVERAGE HIGHLIGHTS

ARENA

Arena Holdings
Management LLC

Series F Financing
of Salad and Go



CSAPL (Singapore)
Holdings Pte Ltd

Sale of 33.33% of
CARLSBERG SOUTH
ASIA PTE. LTD

Centuria

Centuria
Agriculture Fund

Acquisition of Katunga Fresh's
21-hectare Glasshouse Facility



Creadev
International SAS

Series B-1 Financing
of Global Village Fruit
d/b/a Jack & Annie's



Falfurrias Capital Partners

Snak-King LLC



Fogarty Wine Group

Acquisition of Taltarni
and Clover Hill



Hewitt
Agribusiness Pty Ltd

Stock Acquisition of
Oasis International
Services, Inc.



New England Seafood
International Limited

Acquisition of the Business
and Assets of Blue
Sea Food Company Limited



Nuseed

Purchase of Assets of
Yield10 Bioscience, Inc.



Pacific Trellis
Fruit, LLC

Acquisition of
Progressive Produce LLC



Anthony Dipietro
Investments Pty Ltd and
Blue Lake Investment
Group Pty Ltd

Shareholder Buyout



Regenified LLC

Series A Preferred
Stock Financing



Sage Growth
Capital, LLC

Investment in
Everybody Water, Inc.



Sage Growth
Capital, LLC

Investment in
Happy Day Gourmet



Sage Growth
Capital, LLC

Investment in Dos Hermanos



Voyager Partners
Management LLC

Preferred Stock Investment
in Mitti Labs Limited



Yumbah Aquaculture Ltd

Whitewash Takeover
of E33 Limited



Yumbah Aquaculture Ltd

Off-Market Takeover Offer for all
Securities in East 33 Limited

FINANCIAL SERVICES

BANCSHARES OF RIPLEY

We represented **BANCSHARES OF RIPLEY, INC.**, the parent company of Bank of Ripley, in connection with its merger with Security Bancshares, Inc., the parent company of Security Bank and Trust Company.

The merger, which was completed in December 2024, expands Security Bank's banking franchise in West Tennessee and is expected to enhance product and service offering to legacy

Bank of Ripley customers. Post-merger, Security Bank serves customers in six Tennessee counties and Fulton County, Kentucky, through a network of 16 office locations.

Bancshares of Ripley was advised by a team of lawyers from offices including Nashville, Charlotte, Seattle, San Francisco, Pittsburgh, Raleigh, and Charleston.

FINANCIAL SERVICES HIGHLIGHTS

airtree

AirTree Ventures
Group Services
Trusco Pty Ltd

Investment into Indebted
Holdings Pty Ltd

Balderton.

Balderton Capital
(UK) LLP

Preferred Equity
Financing of Huspy
Holdings Limited



Bancshares
of Ripley, Inc.

Acquisition by
Security Bancshares, Inc



Commercial
Bancgroup, Inc.

Acquisition of
AB&T Financial Corporation



Fat Zebra Pty Ltd

Investment by
Five V Capital



First Commerce Bank

Acquisition of
Peoples Bank of
Middle Tennessee



Generation Development
Group Limited
(ASX: GDG)

Acquisition of the
Remaining 61.9% of Lonsec's Fully
Funded Diluted Share Capital



Far Capital Partners LLC

Formation of an EB-5
Investment Fund



Lighter Capital, Inc.

Formation of a New Side-Car
Investment Fund



Norlantic ICAV

Fund Formation



Now Finance Group
Holdings Limited

Pro-Rata Renounceable
Rights Issue



Peak XV Partners

Series Seed Capital Raise of Sky
Pay Group Holdings Pty Ltd



Pioneer Credit Limited
(ASX: PNC)

Oversubscribed
Capital Raising



River Run Bancorp, MHC

Merger with Rollerstone
Bancorp, MHC



Spaceship Financial
Services Pty Ltd

Sale to eToro Group Limited



Trovio Group Ltd

Sale of Trovio Capital Management
Pte Ltd



Wesbanco, Inc.
(NASDAQ: WSBC)

Private Placement



K&L Gates is well-positioned to handle complex and sophisticated matters.”

—Chambers Europe 2023 guide

TRANSPORTATION AND LOGISTICS

SALTCHUK











We advised Seattle, Washington-based **SALTCHUK** Resources, Inc.—a privately owned family of diversified freight transportation, marine service, and energy distribution companies—in connection with its acquisition of Overseas Shipholding Group, Inc. (NYSE: OSG). OSG is a leading provider of liquid bulk transportation services in the energy industry, focusing primarily on crude oil and petroleum products in US markets.

This strategic acquisition valued OSG at an aggregate equity value of approximately US\$653 million, with a total transaction

value of US\$950 million. While OSG will continue to operate independently, it now functions as a fully owned subsidiary of Saltchuk, which has expanded its workforce to more than 8,500 employees. Leadership from both companies expressed optimism about their shared priorities and the promising potential for future growth.

Lawyers based across our Pittsburgh; Seattle; Nashville; Washington, D.C.; San Francisco; Dallas; Chicago; New York; Charlotte; Houston; and Miami offices served as Saltchuk's legal advisors.

TRANSPORTATION AND LOGISTICS HIGHLIGHTS

 <p>AGIC Capital</p> <p>Sale of Farsound Aviation Limited</p>	 <p>Blackbird Ventures Pty Ltd</p> <p>Investor in Gilmour Space Technologies' Series D Funding Round</p>	 <p>CCUR Holdings, Inc.</p> <p>Acquisition of Issued and Outstanding Shares of Capital Stock of Quick Trip Express Freight Service, Inc.</p>	 <p>goFlux Tecnologia da Informação Ltda.</p> <p>Series A Financing Round</p>
 <p>McCorquodale Transfer, LLC</p> <p>Acquisition of Just Move It, LLC</p>	 <p>McCorquodale Transfer, LLC</p> <p>Acquisition of John Thompson Delivery Services, Inc. and TDC Acquisition Corporation</p>	 <p>Medlog Australia Pty Ltd</p> <p>Acquisition of the LINX Regional Logistics Group</p>	 <p>Medlog Australia Pty Ltd</p> <p>Acquisition of Fremantle Port</p>
 <p>Saltchuk Resources, Inc.</p> <p>Acquisition of Overseas Shipholding Group, Inc.</p>	 <p>Voyager Partners Management LLC</p> <p>Preferred Stock Investment in Packfleet LTD</p>		

“Aware of what terms impact clients’ business most and prioritises effectively.”

—The Legal 500 Asia Pacific 2024 edition

OTHER INDUSTRY HIGHLIGHTS

TYFON CULTURE HOLDINGS

We are representing the Chinese contemporary art marketplace **TYFON CULTURE HOLDINGS LIMITED** (Tyfon Culture) in its announced business combination with Global Technology Acquisition Corp. (GTAC), a publicly traded special purpose acquisition company. Upon completion, the new entity will operate under the name Tyfon Culture Inc. and will be listed on the NASDAQ Stock Market under the ticker symbol TFCL. The combined company has an estimated post-transaction enterprise value of US\$434 million.

Founded in 2013 and headquartered in China, Tyfon Culture combines an offline network of operations with an innovative online technology marketplace to improve and optimize a traditionally inefficient art buying experience.

Our international team advising Tyfon Culture is led by corporate and tax lawyers across the firm's Shanghai, New York, and Hong Kong offices.

OTHER INDUSTRY HIGHLIGHTS



The Special Committee of the Board of Directors of ARC Document Solutions, Inc.
Going-Private Transaction



Shareholders of Attexo Group Pty Ltd
Divestment to APEM Group



Carousel Capital Partners VI, L.P.
Equity Recapitalization of O.R. Colan Associates, LLC



Certified Collision Group, Inc.
Acquisition of Top Shop Marketing, Inc. and Collision Course, LLC



Children's Home Society of Washington (d/b/a Akin)
Merger with Childhaven



The Conservation Fund
Acquisition of Timberlands



Dolphin Entertainment Inc. (NASDAQ: DLPN)
Acquisition of All Membership Interests of Elle Communications, LLC



Falfurrias Capital Partners
Strategic Investment in Executive Platforms



Florabelle Imports PTY LTD d/b/a Florabelle Living
Sale to Anacacia Capital



Incline Equity Partners
Equity Acquisition of W.S. Connelly & Co., Inc.



Incline Equity Partners
Acquisition of Mostardi-Platt Associates, LLC and its Affiliates



Sale of Equity Interest



MM Capital Partners
Acquisition of 50% Interest in 3 PPPs



National Arbitration and Mediation
Sale of Alternative Dispute Resolution Business



Red Ventures Holdco, LP
Sale of CNET



Said Differently
Acquisition of Brainvire



Sealaska Corporation
Acquisition of DME Systems Ltd



Smart Urban Properties Australia Limited
Underwritten Entitlement Offer



W.S. Connelly & Co., LLC
Acquisition of Corbin Turf & Ornamental Supply, Inc.

THE K&L GATES EXPERIENCE

CLIENT FOCUSED

K&L Gates is one of the largest law firms in the world with more than 45 offices strategically located in key capital cities and global commercial and financial hubs across five continents. Our expansive platform provides clients with insight into local markets and connects them to both national and international capabilities. Leveraging the collective knowledge, resources, talent, and experience of over 2,000 lawyers and policy professionals, our global impact extends far beyond our office locations to areas such as Africa, India, and the Caribbean.

GLOBALLY POISED— TRULY INTEGRATED

Although our presence spans numerous offices worldwide, we are globally aligned and unified—functioning as a cohesive entity without borders. Operating as a fully integrated firm, we seamlessly represent leading multinational corporations, growth and middle-market companies, capital market participants, and entrepreneurs in every major industry. Additionally, we serve public sector entities, educational institutions, philanthropic organizations, and individuals. With a comprehensive array of multidisciplinary practice areas and services, coupled with our collaborative culture, clients can trust K&L Gates to navigate any legal challenge with reliable service and a uniform experience.

INNOVATIVE

We strive to support our clients at the crucial intersections of their challenges and business requirements, guiding them through the intricacies of an increasingly complex legal landscape. In today's fast-paced, data-intensive, and multijurisdictional environment, we recognize the importance of efficiently managing the growing volume of information at ever-increasing speeds. This drives us to strategically

invest in technology platforms, implement innovative techniques in processes, and foster a growth-oriented culture. This approach enhances our service delivery, promotes collaboration, and contributes to solving client problems.

To further infuse innovation throughout our firm, our IDEA (Imagine. Develop. Experiment. Act.) Group brings together lawyers and allied professionals. Collaboratively, they cultivate a robust culture of innovation benefiting both our organization and clients. The group actively nurtures and propels innovation and change, celebrating innovative achievements across our global platform.



CLIENT-FIRST APPROACH

In all we do, our goal is to consistently deliver maximum value to our clients by providing solutions to their legal and business needs. This client-centric approach permeates throughout our firm, influencing everything from matter management and pricing strategies to the adoption of cutting-edge technology and innovations. We proudly leverage our profound industry- and sector-specific knowledge across the key industries of our clients, ensuring their best interests remain paramount in our decisions and investments.

THOUGHT LEADERS

As pioneers in their fields, our lawyers are recognized as thought leaders not only in the legal industry, but also in the industries they serve. We deeply engage with emerging fields and transformative technologies—including data privacy, social media, and artificial intelligence—that shape the evolving landscape. Our website consistently features updated legal insights, client alerts, blogs, podcasts, videos, and on-demand continuing education resources.

SOCIALLY RESPONSIBLE

At the heart of our dedication to clients and the legal profession is our commitment to collaborate for the common good. More than mere rhetoric or a managerial imperative, corporate social responsibility is intricately woven into the very fabric of our firm's DNA.

OPPORTUNITY AND INCLUSION

We have established a workplace inherently rich in diversity, encompassing various experiences, perspectives, and ideas, which mirrors our unwavering dedication to opportunity and inclusion. At our core, we value the creation and maintenance of a diverse workforce and an inclusive culture, fostering satisfaction and productivity for all of our lawyers, policy professionals, and allied professionals.

We are proud to be recognized with both the 2023 Top Performer and Compass Award designations from the Leadership Council on Legal Diversity (LCLD).

SUSTAINABILITY

As a firm, we are intentional about understanding and mitigating our impact on the climate. We continuously consider our use of resources across our global platform, and determine and execute on actions we can take to make our business more sustainable. We extend this commitment beyond our firm by globally supporting our clients in achieving their sustainability goals. We work with many clients to develop policies that drive innovation and thought leadership in sustainability.

PRO BONO AND COMMUNITY OUTREACH

Lawyers in our offices around the world have provided pro bono legal representation to countless disadvantaged and oppressed individuals, as well as to nonprofit organizations that provide community services. At the firmwide level, we are able to make an impact with efforts such as our Anti-Human Trafficking Initiative, and the entire firm participates in dozens of volunteer activities during our Global Day of Service.



NAMED 2024 “LAW FIRM OF THE YEAR” IN CORPORATE LAW BY BEST LAW FIRMS®, ONE OF 58 RANKINGS FOR THE CORPORATE PRACTICE.



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