

Jeffrey R. Patt

Partner

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Practices

FOCUS: Mergers and Acquisitions

Capital Markets

Corporate

Corporate Governance

Entrepreneurial Ventures

Independent Sponsors

Private Equity

Education

JD, Chicago-Kent College of Law, Illinois
Institute of Technology

BS, University of Illinois

Bar Admissions

Illinois

Jeffrey Patt represents entrepreneurs, high-growth companies and the investors who invest in these companies. Jeff regularly handles complex and strategic financial M&A transactions and recapitalizations, serves as board and special committee counsel in going-private and related-party transactions, and represents management teams and executives in change in control transactions.

A pragmatic approach to complex deals

Jeff represents a wide range of clients in a variety of corporate matters, including public and private capital transactions, mergers and acquisitions, joint ventures and corporate governance matters. He has been recognized by *The Legal 500 US* and *Chambers USA* for his middle-market M&A practice for the past several years and, more recently, by *Chambers USA* for his work with startups and emerging companies. According to *Chambers USA*, clients say Jeff "finds pragmatic solutions to complex problems and convinces the other side that is the right approach." Clients rely on Jeff's candor and efficient problem-solving.

Jeff regularly speaks on a range of topics, including corporate governance and structuring considerations, stockholders' agreements, appraisal rights and remedies, and incenting and retaining management and key employees. Jeff has served as a judge for the Loyola Family Business Center's annual Illinois Family Business of the Year awards. He also has served as a member of the advisory board to the Chicago office of an international bank.

Since 2006, Jeff has been an adjunct professor at Chicago-Kent College of Law, teaching a mergers and acquisitions class as part of the LLM program in International and Comparative Law. Additionally, Jeff serves on the alumni board for The Chicago-Kent Law Review, and Jeff's contributions to his alma mater were recognized with a Distinguished Service Award in 2018. Jeff is the co-author of a book on stockholders' agreements.

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"Jeffrey provides clear and concise means of understanding complex deal dynamics and best negotiation tactics to reduce legal risks."
"Jeffrey is extremely knowledgeable on how to negotiate a deal."

- *Chambers USA 2023 (USA Nationwide, Startups & Emerging Companies) survey response*

Representative Experience

Entrepreneurial ventures - companies

- A SaaS company focused on master data governance solutions in a sale to a private equity-backed company.
- A SaaS company focused on corporate education and training in a sale to a venture-backed Belgian company.
- A SaaS company focused on cloud-related services in the sale of its Microsoft business to a portfolio company of a private equity firm.
- A SaaS company focused on sales enablement in several rounds of venture capital and subordinated debt financings, acquisitions on both the US and UK and ongoing corporate and IP matters.
- A provider of data and analytics solutions for health care organizations in a sale to a private equity-backed company.

Entrepreneurial ventures - investors

- The venture capital arm of a publicly traded energy company in more than 80 venture capital investments relating to clean technology and related solutions.
- An investment fund focused on health care in more than a dozen venture investments, ranging from seed capital to late-stage.
- The venture capital arm of a publicly traded automobile company in more than 40 venture capital investments in companies ranging from consumer products to innovations in battery and energy production.
- An investment fund focused on pharma and biologic investments in more than a dozen crossover and cornerstone investments.
- A venture capital fund focused on early-stage investments in insurance-related technology and software.

Mergers and acquisitions

- A publicly traded financial services company, in a variety of matters,

Jeffrey R. Patt

Partner

including several acquisitions of broker-dealers and clearing operations and public and private capital transactions.

- A wealth management firm in an acquisition and a control transaction with a private equity-backed financial services firm.
- An operator of recovery centers in its sale to a publicly traded health care services company for \$350 million.
- A private equity fund in the acquisition of an industrial company for \$40 million and subsequent sale of the same business for \$120 million; the acquisitions of a food production business, an owner-operated home health care business and a shipping logistics business; the sale of a play area manufacturer; and ongoing financing and corporate work for each of these businesses.
- A private equity sponsor and its portfolio companies in more than 20 transactions, including the acquisition of a company publicly traded in Canada, a \$4 billion going-private transaction, the sale of six K-12 schools to a public company for \$575 million, the sale of a specialty insurance company to a publicly traded company for approximately \$100 million, the sale of a data center to a publicly traded REIT for approximately \$175 million, and several for-profit education and education services transactions.

Management and founder engagements

- The management of an operator of hospitals in the sale of the company from a private equity firm to a combination of a publicly traded REIT and another private equity firm for a total value of about \$1.75 billion.
- The founder and 18 percent equity holder, along with management, of a packaging and distribution company in a \$1.4 billion sale to a private equity fund.
- The management of a logistics company in the sale of the company by one private equity firm to another for a value of approximately \$700 million.
- The management of a leading provider of marine transportation services for the offshore petroleum exploration industry in the company's

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Partner

emergence from bankruptcy.

- The management of a health system optimization services company in the sale of the company from one private equity firm to another for a value of approximately \$130 million.

Board and special committee engagements

- The special committee of the board of directors of a publicly traded financial services company in a sale to a private equity fund for approximately \$6.3 billion.
- The special committee of the board of directors of a publicly traded hotel operator in a sale transaction valued at approximately \$1.3 billion.
- The independent directors of an operator of senior care facilities in connection with a related party transaction that arose during a sale to a private equity fund.
- The special committee of the board of directors of a publicly traded retailer in a stock-for-stock merger with a publicly traded related party.
- The board of directors of a venture-backed managed security services provider in a sale to a publicly traded Japanese communications company for approximately \$225 million.

Recognitions

Recognized or listed in the following:

- *Best Lawyers in America*
 - Venture Capital Law | Corporate Law, 2023–2025
- *Chambers USA*
 - Corporate/M&A, 2014–2019
 - Startups & Emerging Companies, 2016–2019, 2021–2024
- Chicago-Kent College of Law
 - Distinguished Service Award, 2018

Jeffrey R. Patt

Partner

- *Super Lawyers*
 - Illinois, 2012–2024
- *The Legal 500 United States*
 - Recommended Attorney, 2016–2019, 2021–2024

News

- Katten Attorneys Recognized as *Best Lawyers*® and *Best Lawyers: Ones to Watch*® Award Recipients (August 15, 2024)
- Katten Highly Ranked in Legal 500 United States 2024 (June 12, 2024)
- Katten Receives High Marks in *Chambers USA Guide 2024* (June 6, 2024)
- Katten Attorneys Named to 2024 Illinois Super Lawyers, Rising Stars Lists (January 25, 2024)
- Katten Represents KnowledgeHound in Acquisition By YouGov (January 12, 2024)
- Katten Represents Mediafly in \$80 Million Funding Round to Accelerate Product Innovation (August 30, 2023)
- Katten Attorneys Distinguished by *Best Lawyers*® (August 17, 2023)
- Katten Advises Exelon Foundation in its 4th Round of Funding Climate-Change Initiatives in Six Markets (June 13, 2023)
- Katten Lauded in The Legal 500 United States 2023 (June 9, 2023)
- Katten Team Advises MBX on its Acquisition by AHEAD, Boosting its Engineering Capabilities (June 9, 2023)
- Katten Boosts Rankings in *Chambers USA Guide 2023* (June 1, 2023)
- Katten Attorneys Selected to 2023 Illinois Super Lawyers, Rising Stars Lists (January 24, 2023)
- Katten Supports Exelon Foundation's 2022 Investment in Nine Startups Addressing Climate Change (August 22, 2022)

Jeffrey R. Patt

Partner

- Katten Attorneys Recognized by *Best Lawyers*® (August 18, 2022)
- Katten Awarded Top Ranking in Structured Finance: Securitization in The Legal 500 United States 2022 (June 8, 2022)
- Katten Ranked Leading Law Firm by *Chambers USA* 2022 (June 1, 2022)
- Katten Represents Catalytic in Its Acquisition by PagerDuty, Expanding No-Code Workflow Platform (March 8, 2022)
- Katten Attorneys Named to 2022 Illinois Super Lawyers, Rising Stars Lists (January 28, 2022)
- Katten Advises Exelon Foundation Again in Funding Startups to Address Climate Change (June 15, 2021)
- Katten Receives High Marks in Derivatives, M&A and Securitization in The Legal 500 United States 2021 Guide (June 10, 2021)
- Katten Boosts Rankings in *Chambers USA* 2021 (May 20, 2021)
- Katten Helps Mediafly Raise \$25 million in Equity and Debt (February 1, 2021)
- Katten Attorneys Chosen for 2021 Illinois Super Lawyers, Rising Stars Lists (January 29, 2021)
- Katten Represents Utopia Global in Sale to Prometheus Group (October 21, 2020)
- Katten Represents Cubii in a Strategic Growth Investment from Gridiron Capital (October 7, 2020)
- Katten Advises Exelon Foundation in Funding Startups Tackling Climate Change (July 29, 2020)
- Katten Represents INTL FCStone in \$350 Million Offering of Senior Secured Notes (June 22, 2020)
- Katten Represents Chicago-Based Health Care Data and Analytics Provider, Lumere, in Acquisition by Global Healthcare Exchange (February 10, 2020)

Jeffrey R. Patt

Partner

- Katten Attorneys Selected to 2020 Illinois Super Lawyers, Rising Stars Lists (January 29, 2020)
- Katten Praised in The Legal 500 United States 2019 Guide (June 11, 2019)
- Katten Lauded Top Ranked Law Firm by *Chambers USA* 2019 (April 25, 2019)
- Super Lawyers Lists Honor More Than 50 Katten Attorneys in Illinois (January 24, 2019)
- Jeffrey Patt Honored With 2018 Chicago-Kent Distinguished Services Award (November 19, 2018)
- Katten Distinguished by *The Legal 500 United States* (June 14, 2018)
- Katten Rated as Leading Law Firm by *Chambers USA* 2018 (May 3, 2018)
- Katten Attorneys Recognized in 2018 Illinois Super Lawyers, Rising Stars Lists (January 25, 2018)
- Katten Distinguished by *The Legal 500 United States* 2017 (May 31, 2017)
- Katten Recognized as Leading Law Firm by *Chambers USA* 2017 (May 30, 2017)
- Katten Attorneys Recognized in 2017 Illinois *Super Lawyers*, Rising Stars Lists (January 13, 2017)
- Eighteen Katten Practices and 70 Attorneys Recognized by *The Legal 500 United States* 2016 (June 17, 2016)
- *Chambers USA* 2016 Distinguishes 22 Katten Practices and 50 Attorneys (May 27, 2016)
- Forty-Seven Katten Attorneys Recognized in 2016 Illinois *Super Lawyers* List (January 8, 2016)
- Katten Attains 22 Practice and 58 Attorney Rankings by *Chambers USA* 2015 (May 20, 2015)

Jeffrey R. Patt

Partner

- Fifty-Three Katten Attorneys Recognized in 2015 Illinois *Super Lawyers* List (January 12, 2015)
- Katten Represents INTL FCStone Inc. in Acquisition of G.X. Clarke & Co. (November 14, 2014)
- *Chambers USA* 2014 Distinguishes 24 Katten Practices and 54 Attorneys (May 23, 2014)
- Fifty-Four Katten Attorneys Recognized in 2014 Illinois *Super Lawyers* List (January 13, 2014)
- Partner Jeffrey Patt Discusses the Complications of Evaluating Disparate Takeover Bids with Law360 (June 27, 2013)
- Partner Jeffrey Patt Quoted in Law360 on Importance of Understanding Management Projections in the Context of an M&A Transaction (April 15, 2013)
- Sixty-Nine Katten Attorneys Included on 2013 Illinois *Super Lawyers* List (January 4, 2013)
- Eighty-Six Katten Attorneys Named 2012 Illinois Super Lawyers (February 28, 2012)
- Five Katten Practices Recognized by *Legal 500* in 2011 US Edition (June 16, 2011)
- Four Katten Practices Recommended by *Legal 500* in 2010 US Edition (June 14, 2010)
- Katten Advises Two Publicly Traded Financial Institutions in \$630 Million Worth of TARP Capital Purchase Program Transactions (December 1, 2008)
- Katten Represents Nuveen's Special Committee in Proposed \$6.3 Billion Acquisition by Investor Group (June 25, 2007)

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Partner

Publications

- Navigating the Regulatory Landscape – SEC Adopts New Rules Requiring Increased Disclosure on Stock Buybacks – Including Quarterly Reporting of Daily Repurchase Activity (May 12, 2023)
- SEC Adopts Amendments to Rule 10b5-1 Plan Requirements and Increases Disclosure Requirements Regarding Insider Trading Policies (December 27, 2022)
- *Capital Markets Compass* | Issue 1 (October 14, 2021)
- Client Alert: SEC Approves Nasdaq's Board Diversity Disclosure Requirements (August 16, 2021)
- Stockholders' Agreements Line by Line: A Detailed Look at Stockholders' Agreements and How to Change Them to Meet Your Clients' Needs (2011)
- Putting Del. Officers Under The Microscope (May 15, 2009)

Presentations and Events

- Charting a Course for Family Business Legal Leadership: GCs and Principals in Dialogue (April 16, 2024) | *Panelist* | *Family Business Transition Planning*
- Estate Planning and the Family Business (May 2, 2023) | *Presenter*
- Family Office Investing in 2023: An Early Look at New Goals and Challenges (April 25, 2023)
- Annual Katten Private Wealth and Fiduciary Seminar (September 22, 2022)
- Confidentiality, Liability and Privilege – Legal Issues for the Board (June 11, 2019) | *Presenter*

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Partner

- Governance Considerations (January 12, 2018) | *Presenter*
- Governance Considerations in Conflict Transactions (June 4, 2014) | *Presenter*
- ITA Security Symposium (May 13, 2014) | *Moderator* | *Industry Trends in Cyber Security*
- Governance and Transfer Issues in Stockholders Agreements, CFO Networking Event (April 11, 2014)
- Conflicted M&A Deals at Private Companies: Emerging Issues (December 19, 2013) | *Presenter*
- Current State of the M&A Marketplace (June 5, 2013)
- The Intersection of Education and Technology: Do We Finally Have the Tools to Save Education? (February 28, 2013) | *Panelist*
- Appraisals and Valuations Experts in the Delaware Court of Chancery presented by the Business Valuation Association (January 24, 2013)
- Collaboration: Unlocking the Value of Social Technologies (October 23, 2012) | *Moderator*
- Big Data: In the Future There Will Be No Software Companies—Only "Data" Companies (June 7, 2012) | *Presenter*
- Starting a Business presented at the Northwestern University Law School Entrepreneurship Conference (March 2012)