



John Arbogast

Staff Attorney

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Chicago

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Practices

FOCUS: Corporate
Corporate Governance
Entrepreneurial
Ventures
Mergers and
Acquisitions

Industries

Technology

Education

JD, The University of
Chicago Law School

BA, The University of
Chicago

Bar Admissions

Illinois

John Arbogast focuses his practice on corporate and securities matters, with an emphasis on equity and debt financing transactions, joint ventures, and mergers and acquisitions. He also provides counsel on corporate governance, commercial contracts and other general corporate matters across a variety of industries, including technology, renewable energy, health care and real estate.

Selected Experience

- While at a prior firm, representation of:
 - buyer in \$1 million purchase of advertising company. Drafted purchase agreement and managed closing.
 - software developer in \$70 million sale to strategic buyer. Conducted due diligence and prepared disclosure schedules. Drafted authorizing consents and other ancillary documents.
 - medical services provider in commercial contract negotiations with vendors. Drafted master services and business associate agreements.
 - medical cannabis company as recipient of \$20 million private equity investment over multiple rounds and incentive plan matters. Drafted company incentive plan, subscription agreement and authorizing consents. Prepared SEC and blue sky filings.
 - beverage company as recipient of \$3 million in private equity and convertible investments over multiple financing rounds. Drafted private placement memorandum, subscription agreement, amendment to certificate of incorporation, and director and stockholder consents.
 - enterprise IT solutions provider in \$24 million sale to private equity firm. Drafted executive employment agreement and restrictive covenant agreement. Managed junior associate due diligence and preparation of disclosure schedules.
 - executive protection services provider in \$30 million sale to strategic buyer. Negotiated letter of intent. Supervised due diligence and preparation of disclosure schedules. Drafted purchase and ancillary agreements. Managed closing.
 - software developer in reorganization and \$13 million sale to strategic buyer. Prepared disclosure schedules. Drafted operating agreements, agreement and plan of merger, and ancillary documents. Managed closing.



- clean energy company as recipient of \$2 million venture capital and strategic investment. Drafted subscription agreement, operating agreement, right of first refusal and co-sale agreement, and ancillary documents.
- developer of military veteran employment platform in \$10 million sale to strategic buyer. Drafted consulting agreement and supervised junior associate preparation of disclosure schedules.
- founder of startup coffee company in buyout/settlement with former partner. Negotiated and drafted settlement agreement for buyout and mutual release.
- startup recruiting company in receipt of \$500,000 early-stage venture capital investment. Drafted subscription agreement, operating agreement, investors' rights agreement, right of first refusal and co-sale agreement, voting agreement, and ancillary documents.
- medical device company in \$3 million venture debt transaction. Drafted amended and restated certificate of incorporation, director and stockholder authorizing consents, and secretary's certificate.
- payroll services company in \$60 million sale to private equity firm. Conducted due diligence and prepared disclosure schedules. Drafted ancillary documents.
- potential buyer in \$400 million bid to purchase rail assets. Conducted due diligence in preparation for bid.
- professional services company in internal investigation. Conducted document review and supervised assisting contract attorneys. Assisted senior associate in investigative report.
- underwriters in multimillion-dollar debt issuance of an automotive manufacturing company. Conducted due diligence and assisted with closing.
- issuer in multimillion-dollar debt issuance of a global beverage company. Conducted due diligence.
- buyer in \$2 million purchase of paper company. Drafted purchase agreement and authorizing consents; managed closing of transaction.

Memberships

- The Chicago Bar Association