

Brad L. Shiffman | Partner

Corporate

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Brad Shiffman is an accomplished attorney who concentrates his practice in the areas of securities and corporate law. Brad's clients find that his accounting background has helped him identify, analyze, and better assist them in structuring transactions with complex accounting issues and with handling these issues as they arise. He has particular experience in the representation of issuers, underwriters and placement agents in connection with public and private securities offerings, including:

- IPOs and follow-on public offerings
- PIPEs and registered direct offerings ("RDOs")
- SPACs and other structured blank-check offerings
- SPAC business combination transactions and related de-SPACing matters
- Baby bond offerings
- Perpetual and term preferred stock offerings
- At-the-market offerings ("ATMs")
- Private placements
- Rights offerings
- Debt tender offers

Brad has represented underwriters and issuers in well over 100 public offerings, 144 offerings, and private placements in various industries, including biotechnology, pharmaceutical device manufacturing, technology, licensing and brand management companies, defense contractors, REITs and mortgage REITs, maritime, logistics, industrial manufacturers, closed-end funds and business development companies, and SPACs. Brad also advises clients in structuring, negotiating, and completing venture capital investments, SEC reporting, and corporate law and governance matters.

He has extensive experience advising investment banks in all steps of a capital markets transaction, from drafting, reviewing, and negotiating engagement and retention letters, placement agent agreements, underwriting agreements, agreements among underwriters, selected dealer agreements and other syndicate documents, to advising on SEC and FINRA disclosure and regulatory issues and exchange listing issues.

Select Engagements

- **Novus Capital Corporation**, a special purpose acquisition company, in connection with its \$100 million IPO; initial business combination with AppHarvest, Inc. and \$375 million PIPE.
- **Novus Capital Corporation**, a special purpose acquisition company, in connection with its \$287.5M IPO.
- **Churchill Capital Corp.**, a special purpose acquisition company, in connection with its initial business combination with Clarivate PLC.
- A leading boiler room solutions provider, in connection with a \$375 million 144A senior secured note offering and tender offer and consent solicitation for outstanding senior secured 144A notes.
- A global NASDAQ-listed worldwide brand management company engaged in licensing, marketing, and providing trend direction for a portfolio of consumer and entertainment brands, with respect to a \$288 million 144A convertible senior subordinated notes offering and hedge.
- **Xcel Brands, Inc.**, a public company engaged in the design, licensing, marketing, and retail sales of consumer brands, in several transactions, including acquisition of leading apparel brand, simultaneous private placement of its equity securities, and negotiating a credit facility to fund the purchase price, as well as a reverse merger into a publicly traded company on the OTC Bulletin Board; follow-on brand acquisitions and a public offering with a simultaneous up-listing on NASDAQ.
- **Ladenburg Thalmann & Co., Inc.**, as underwriter, dealer manager and agent in connection with numerous IPOs, follow-on offerings, public preferred stock and debt offerings, ATMs and rights offerings.

Admissions

- New York

Memberships

- New York State Bar Association

Education

- State University of New York at Binghamton, BS
- Fordham University School of Law, JD, cum laude

Recognitions

- 2017–2019, listed in *Legal 500*

Professional Activities

Brad is a member of the New York State Bar Association.