

Hank Gracin | Partner

Corporate

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Hank Gracin has more than 40 years of experience directing and negotiating a wide range of acquisitions, public and private financings, and other sophisticated business transactions. Throughout his career, he has taken more than 120 companies public, both domestic and foreign, through either traditional initial public offerings (“IPOs”) on the NYSE and Nasdaq, or direct listings or reverse mergers.

As a leading corporate and securities attorney, Hank has represented nationally recognized corporations, including public companies, premier high-tech corporations, and numerous venture capital firms. He began his career as a corporate and securities attorney in the New York office of an international Am Law 100 firm, and then continued as in-house counsel at the then largest software company in the United States, where he negotiated more than 50 acquisitions of various IT companies and software products, including several public company mergers and tender offers, and was responsible for all legal matters involving intellectual property protection.

Hank provides his clients with counsel with respect to ongoing regulatory matters (such as SEC, NYSE, NYSE American, and Nasdaq laws and regulations), including the preparation of proxy statements and quarterly and annual 10-K and 10-Q reports. He also provides his clients with comprehensive support across their life cycle and often fills the role of general counsel, aiding with general contract drafting and negotiation, licenses, master service agreements, and board meetings.

During law school, Hank served as a member of the *New York University Law Review* and graduated sixth in his class. He has also edited and revised portions of *Private Placements and Restricted Securities* (Clark Boardman Co.) and has been published on SEC matters and rulings in the *New York Law Journal*.

Select Engagements

- Counsel to a Nasdaq-listed developer of oncology product candidates, involving:
 - \$21 million registered direct offering
 - \$10 million PIPE
 - \$60 million ATM
- Counsel to a NYSE American-listed company, with \$70 million raised off its ATM offering.
- Counsel to a Nasdaq-listed developer of oncology product candidates, with more than \$100 million raised off its ATM.
- Counsel on IPOs of life sciences companies and companies engaged in boat manufacturing.
- Counsel on follow-on public offerings, ATMs, equity lines, and registered direct offerings for companies engaged in life sciences, gaming, technology, direct selling, coffee manufacturing, residential and commercial construction, clothing design, and real estate, in connection with their respective securities offerings.
- Counsel to a private issuer engaged in the life sciences industry in a \$20 million Series A Preferred Stock round and a \$125 million Series B Preferred Stock round.
- Counsel to a private manufacturer of energy drinks in a \$16 million Convertible Note Purchase financing.
- Counsel to a private company in the gene therapy field, in connection with a \$21 million Series A financing round.
- Counsel to underwriters, placement agents, dealer managers, and agents, in connection with numerous IPOs, follow-on offerings, including common stock and preferred stock offerings, ATMs, and registered direct offerings.
- Counsel to Nasdaq company acquisition of a company with commercial stage drug products.
- Counsel to NYSE-American company acquisition of a company engaged in research and development with upfront payments and CVRs valued at approximately \$70 million.
- Advise on licensing and sublicensing transactions.
- Counsel on uplistings of OTC companies.
- Advise on a \$37 million rights offering for a REIT.
- Counsel to a \$20 million private sale of a company involved in the trucking business.
- Advise various micro-cap and mid-cap Nasdaq- and NYSE-listed companies in connection with securities law and general corporate and corporate governance matters, including the preparation of registration statements, annual reports, quarterly reports, current reports on Form 8-K, proxy statements, annual meetings, and Section 16 filings. Also report compliance under the Exchange Act and Nasdaq and NYSE listing standards.
- Counsel to a reinsurance company for a \$51 million private equity investment in preferred stock.
- Counsel to more than \$100 million in structured debt financings.

Admissions

- Colorado
- Florida
- New York

Memberships

- Florida Bar Association

Education

- State University of New York at Binghamton, BA, summa cum laude
- New York University School of Law, JD, cum laude, Order of the Coif

Recognitions

- 2012–2021; 2008–2009, Securities & Corporate Finance Law, New York, listed in *Super Lawyers*

Professional Activities

Hank serves as a member of the Business Section of the Florida Bar Association.