

Whitney J. Smith

Partner

New York
+1.212.536.3930

whitney.smith@klgates.com

OVERVIEW

Whitney Smith is a partner in the firm's Corporate practice. His practice focuses on domestic and cross-border M&A, joint venture, and private equity transactions, including negotiated mergers, auction bid processes, distressed asset sales, leveraged buyouts, and the acquisition and divestiture of divisions and subsidiaries. In addition to corporate transactions, Whitney advises public companies in connection with SEC reporting, corporate governance, and executive compensation matters. Whitney has represented clients in a wide range of industries, including life sciences, media services, technology, cannabis, financial services, manufacturing, and logistics, with a particular focus on the pharmaceutical industry.

In the pharmaceutical space, Whitney has represented clients in all types of business development and M&A transactions, from single product Co-Development and Commercialization Agreements to acquisitions and divestitures of manufacturing facilities and baskets of products to full company acquisitions and FTC-mandated product divestitures. A number of his transactions have involved acquisitions in India.

ACHIEVEMENTS

- Recognized by *The Legal 500 United States* as a Recommended Lawyer for M&A: Middle-Market ($500-999m), 2026

EDUCATION

- J.D., Albany Law School, 1994 *(cum laude; Associate Editor, Albany Law Review)*
- B.A., Boston College, 1989

ADMISSIONS

- Bar of New York

THOUGHT LEADERSHIP *POWERED BY HUB*

- 28 March 2022 , In the Weeds: Why Arbitration May Be the Key to Preserving Enforcement of Cannabis M&A and VC Contracts
- 5 March 2021, Delaware Court of Chancery Denies Motions to Dismiss Claims Alleging Breach of Contract
- 7 May 2020, Windfall or Fair? Breach of Fiduciary Duty and Unjust Enrichment Claim Survives Motion to Dismiss
- 30 August 2017, Chancery Court Denies Motion to Dismiss and Allows Derivative Suit Against Board Members to Continue
- 7 July 2017, Chancery Court Preserves Advancement for Corporate Officers Despite Exclusive Remedies and Seller Release Provisions in Stock Purchase Agreement
- 31 May 2017, Chancery Court Cites Inelegant Drafting When Allowing an Indemnification Claim to Proceed
- 5 April 2017, Chancery Court Rejects Stockholder's Demand for Books and Records
- 11 March 2016, Chancery Court Denies Motions for Summary Judgment in Case Brought by Minority Stockholders against Controlling Stockholders for Diversion of Equity as a Result of Breach of Duties
- 5 January 2016, Delaware Supreme Court Affirms Financial Advisor Liability for Aiding and Abetting

OTHER PUBLICATIONS

- "Arbitration As An Enforcement Solution In Cannabis Contracts," *Law360*, 31 March 2022
- Contributing author, Securities Practice Guide (Lexis Nexis, 2014 editions)

NEWS & EVENTS

- 8 July 2026, K&L Gates Advises The J. Molner Company on Acquisition of Pharmaceutical Portfolio From Nordic Pharma, Inc.
- 19 December 2024, K&L Gates Advises Rocket Pharmaceuticals on Public Offering of Common Stock
- 31 March 2023, K&L Gates Recognized on Two Distressed M&A Deal of the Year Awards
- 11 June 2019, K&L Gates Once Again Top Ranked in the United States in Middle Market M&A by *The Legal 500*

OTHER MEDIA MENTIONS

- Quoted, "Rocket Pharmaceuticals Raises $194.8 Million in Public Offering and Private Placement", *News Directory3*, 19 December 2024

- Mentioned, "Deal Diary: Skadden, BofA Advise Entegris on Fujifilm Deal," *The Deal*, 10 May 2023

AREAS OF FOCUS

- Mergers and Acquisitions
- Private Equity Transactions

INDUSTRIES

- Cannabis
- Consumer Goods and Services
- Financial Services
- Healthcare
- Life Sciences
- Pharmaceuticals, Biologics, and Medical Devices
- Private Equity

REPRESENTATIVE EXPERIENCE

- Represented Rocket Pharmaceuticals, Inc. (NASDAQ: RCKT), a fully integrated, commercial-stage biotechnology company advancing a sustainable pipeline of genetic therapies for rare disorders with high unmet need, in connection with the sale of its Rare Pediatric Disease Priority Review Voucher for US$180 million.
- Represented The J. Molner Company OU, a generic pharmaceutical company focused on sterile injectable and dermatological drugs, in its acquisition of a portfolio of US-marketed generic and specialty pharmaceutical products from Nordic Pharma, Inc.
- Represented Donjon Marine Co., Inc. in connection with a sale of the company to private equity firms, Tallvine Partners and Thoroughbred LLC. Donjon Marine, based in New Jersey, is a vertically integrated marine services company engaged in dredging; marine salvage; wreck removal; shipbuilding; ship repair; and marine demolition, disposal, and recycling.
- Represented FUJIFILM Irvine Scientific, Inc., a Santa Ana, California-headquartered global leader in the innovation and manufacture of cell culture solutions for the life science and medical markets, in the sale of its global Medical Media Business Unit to Astorg, a Luxembourg-based leading pan-European private equity firm with an extensive track record in healthcare investments.
- Represented Nuseed, a Sacramento, California-based global agriculture innovator enabling the transformation of select crops into renewable and traceable sources of lower-carbon energy and plant-based

nutrition, in connection with two transactions with Yield10 Bioscience, Inc. (OTCMKTS: YTENO). Yield10 Bioscience, Inc. is a Massachusetts-headquartered agricultural bioscience company that is using its differentiated trait gene discovery platform to develop improved Camelina varieties for the production of proprietary seed products. The first transaction was a license to certain omega-3 intellectual property assets, materials, and know-how for producing oil in camelina, entered into in July 2024. After Yield10 filed for bankruptcy protection in December 2024, Nuseed purchased substantially all of Yield10's assets, including intellectual property and seed materials, in January 2025.

- Represented Erie Street Growth Partners, a Chicago, Illinois-headquartered private investment firm, in forming and completing an initial round of funding for Quantum Rise. Quantum Rise is an AI consulting firm that specializes in crafting AI roadmaps, deploying tailored AI solutions, and managing these solutions long-term as products – to enhance efficiency, foster innovation, and ensure responsible and well governed deployment of AI.
- Represented Rocket Pharmaceuticals, Inc. (NASDAQ: RCKT), a New Jersey-headquartered leading late-stage biotechnology company advancing an integrated and sustainable pipeline of investigational genetic therapies for rare childhood disorders with high unmet need, in connection with a US$175 million underwritten public offering of common stock and pre-funded warrants.
- Represented FUJIFILM Holdings America Corporation and FUJIFILM Electronics Materials U.S.A., Inc. in the acquisition of a semiconductor high-purity process chemicals (HPPC) business from US-based Entegris, Inc. HPPCs are used to etch and clean silicon wafers in the production of semiconductors and are a growing segment of materials used in semiconductor production. The target company, CMC Materials KMG Corporation, has chemical manufacturing facilities in the United States, United Kingdom, France, Italy, and Singapore. FUJIFILM Electronics Materials is a supplier of advanced technology, chemistry, and delivery equipment to the semiconductor and flat-panel display fabrication market in their state-of-the-art facilities in North Kingstown, Rhode Island and Mesa, Arizona.
- Represented Pharmaceutical Associates, Inc. in connection with its acquisition of Vertice Pharma, LLC and its subsidiary VistaPharm, and the simultaneous sale of business assets from Vertice to a third-party buyer. South Carolina-based Pharmaceutical Associates manufactures and markets generic liquid pharmaceuticals in standard bottle packaging and ready-to-dispense packaging. Vertice is a generic pharmaceutical company with headquarters in New Jersey and manufacturing operations in Florida.
- Represented Endo International plc (NASDAQ: ENDP), and its subsidiary Endo Ventures Limited, in the acquisition of six development-stage, ready-to-use injectable product candidates from Nevakar Injectables Inc.
- Represented Lake Capital and its portfolio company Engine Group, a New York-based media and marketing services company, in the sale of its Trailer Park business. Trailer Park is headquartered in Hollywood, CA and in the business of developing, producing and delivering movie trailers and other content marketing campaigns for studios, networks, entertainment streaming and technology companies, and consumer brands.
- Represented Teligent, Inc. (OTCMKTS: TLGTQ) and its subsidiaries in the auction and sale of substantially all of Teligent's assets in three simultaneous sale transactions under Section 363 of the Bankruptcy Code. Teligent sold its U.S. pharmaceutical manufacturing facility to Leiters, Inc.; its U.S. pharmaceutical marketing

authorizations to PAI Holdings, LLC; and its Canadian pharmaceutical distribution business to Hikma Canada Limited. New Jersey-based Teligent, Inc. is a specialty generic pharmaceutical company.

- Represented Erie Street Companies, a strategic and operational growth advisory firm based in Chicago, Illinois, and its portfolio company Trailer Park Group, in connection with Trailer Park's acquisition of MXW Studios Limited, a London, United Kingdom-based creative and strategic marketing company providing services to clients in the entertainment industry.
- Represented Endo International PLC (NASDAQ: ENDP), an American Irish-domiciled generics and specialty branded pharmaceutical company, and its subsidiary Par Pharmaceutical, Inc. in the sale of its manufacturing facility in Chestnut Ridge, New York and a basket of ANDAs to Strides Pharma Science. The facility has an annual capacity of 2 billion units across semisolids, liquids, nasal sprays along with oral solids and is registered with the Drug Enforcement Administration (DEA) enabling manufacturing of controlled substances.
- Represented consumer finance company OneMain Financial in its acquisition of Trim, a financial wellness company based in California that empowers customers across the United States to manage their financial goals by negotiating bills, analyzing transaction data, and enabling automated savings.
- Represented Teligent, Inc. (NASDAQ: TLGT), a New Jersey-based specialty generic pharmaceutical company, in connection with the issuance of approximately US$27.5 million aggregate principal amount of Series D Zero Coupon Convertible Senior Notes due 2023. The new Series D Convertible Notes were issued in exchange for approximately US$57.9 million in aggregate principal amount, plus accrued but unpaid interest, of the company’s outstanding 4.75 percent Series A Convertible Senior Notes due May 2023, which gave effect to a 52.5 percent discount on the principal amount of Series A Convertible Notes exchanged.
- Represented Teligent, Inc. (NASDAQ: TLGT), a New Jersey-based specialty generic pharmaceutical company, in a series of strategic actions to enhance the company's financial flexibility. To reduce leverage, the company worked with its senior lender and Series C Convertible Noteholders to convert US$77 million of debt into a combination of common and preferred stock. The lenders also provided an additional US$4.6 million of availability under the company's second lien credit facility. Upon consummating the debt conversion and incremental debt financing, the company launched an at-the-market equity offering seeking to raise an additional US$22.6 million.
- Represented a US pharmaceutical manufacturer in connection with its bid to acquire a sterile injectable business and its affiliate, a Bangalore, India-based CDMO listed on the Bombay Stock Exchange. The deal terminated due to lack of timely regulatory approval.
- Represented Par Pharmaceuticals in its acquisition of Innoteq, a developer and manufacturer of transdermal patch and thin film pharmaceutical products.
- Represented a US pharmaceutical manufacturer in its acquisition of an India-based R&D pharmaceutical company.
- Represented Par Pharmaceuticals in connection with the divestiture of its North Carolina and Alabama manufacturing facilities and related generic pharmaceutical products.

- Represented a US pharmaceutical manufacturer in its acquisition of an India-based developer and manufacturer of API.
- Represented a pharmaceutical manufacturer in its acquisition of a contract research organization that provides bioavailability and bioequivalence studies.
- Advised NYSE-listed company in connection with a significant restatement of past financial statements and related SEC and NYSE inquiries.
- Acquisition of a basket of 14 products in an FTC-mandated divestiture related to Watson Pharmaceuticals' acquisition of Actavis.
- Represented Erie Street Capital in its acquisition (together with its acquisition partner PSP Capital Partners) of 3Q Digital, a performance & digital marketing agency.
- Represented Erie Street Consulting in its acquisition of Performance Improvement Partners, a business process and IT management solutions firms serving PE firms and their portfolio companies.
- Represented speciality pharmaceutical company Mayne Pharma in its acquisition of six branded foam dermatology products from GSK.
- Represented Mayne Pharma in its acquisition of 42 generic products in an FTC-mandated divestiture related to Teva's acquisition of Allergan's generic pharmaceutical business.
- Represented Engine Group, a portfolio company of Lake Capital, in its acquisition of bRealTime, a supply-side digital advertising technology company that helps publishers monetize inventory through real-time bidding exchanges.
- Represented Engine Group, a portfolio company of Lake Capital, in its acquisition of Clearstream.tv, a demand-side digital advertising technology company.
- Represented Engine Group, a portfolio company of Lake Capital, in its acquisition of Balihoo, a provider of digital advertising technology enabling national brands to execute hyper-local campaigns.
- Represented a Canadian company with operations in Uruguay that possesses one of the first government licenses to grow and export medical cannabis in Uruguay in its international corporate structuring and Series A and Series B equity financings.
- Represented Crane Co., a diversified manufacturer of industrial products, in its acquisition of Westlock Controls, a manufacturer of switchboxes, position transmitters and other solutions for networking, monitoring and controlling process valves.
- Represented VitAg, a company that had developed technology to manufacture fertilizer from biosolids, in its management buyout and subsequent restructuring involving an equity investment by TPG, a tax-exempt bond offering, a credit facility and a real estate purchase for the purpose of constructing and commissioning its first biosolids-to-fertilizer plant.
- Represented Solvay, a global chemical company, in the divestiture of its formulated resins business.

- Represented the London Stock Exchange Group in its acquisition of Bonds.com, a publicly traded U.S. broker-dealer.
- Represented Wilson Towers Watson in its divestiture of multiple offices and insurance brokerage businesses.
- Advised Artesyn Technologies, a power solutions company listed on Nasdaq, and its Board of Directors in connection with an unsolicited proposal to merge the company and subsequently in connection with negotiations with an activist hedge fund that had acquired a 10% stake in the company.
- Represented Philips in its acquisition of Raytel Medical Corporation, a U.S. remote cardiac monitoring company from an Israeli telemedicine company.
- Represented Philips in its acquisition of Lighting Technologies International, a specialty lighting company
- Represented Philips in its acquisition of Digital Lifestyle Outfitters, an electronics peripherals and accessories distribution company.
- Represented generic pharmaceutical company Teligent in its $34.4 million Series B Senior Convertible Notes offering.
- Represented generic pharmaceutical company Teligent in its $50 million Series C Convertible Note Financing and Exchange.
- Represented DuPont in its acquisition of a provider of sulfuric acid technology processes and equipment from PE firm American Securities.