



Barry Fischer

Partner

Chicago
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PRACTICES

- Business & Corporate Transactions

EDUCATION

- University of Michigan Law School, J.D., Certificate of Merit, International Law Society, Environmental Law Society, 1993
- Northwestern University, B.A., Four-Year National Merit Scholarship Winner, 1990
- University of Sussex, Studied History and International Relations, 1989, part of Northwestern University exchange program

ADMISSIONS

- Illinois

AFFILIATIONS

- Chicago Bar Association
- Chicagoland Chamber of Commerce – Technology Growth Committee

EMPLOYMENT

- Thompson Coburn LLP Partner, 2003-Present

Barry serves as an advisor to publicly held and private companies as well as individuals involved in all types of complex transactions.

With almost 30 years of experience representing buyers, sellers, issuers, borrowers and lenders in mergers and acquisitions, securities-related transactions and complex corporate matters, Barry has developed a broad transactional base that allows him to offer unique solutions to clients, including those preparing for and undertaking international transactions.

Barry guides clients through the myriad of issues of purchasing and selling a business, including organizing due diligence reviews for sellers and buyers, structuring efficient sales and acquisition structures and interacting with various banking, finance and accounting persons.

For borrower-side clients — including those in manufacturing, retail, service, software and emerging businesses — Barry provides knowledgeable, clear-headed advice on what lenders and investors are looking for in a transaction partner. He has led multiple rounds of venture capital funding for software companies, including bridge financings; several bond trading funds in sophisticated lending transactions backed by securities portfolios; and public companies with respect to syndicated cross-border lending arrangements. In his lender-side work, Barry has represented major foreign banks lending to companies with U.S. subsidiaries.

Barry negotiates and drafts all types of commercial agreements, including those used in complex corporate transactions and disputes, business management and succession planning and commercial transactions under the UCC and the laws of international commerce. He also provides advice regarding strategy in takeover and activist shareholder matters and other contests for corporate control.

In every transaction, Barry offers practical, responsive guidance that allows his clients to understand and manage risk while achieving their business goals.

Experience

- **Represented a 75-office automobile insurance brokerage agency in its sale of substantially all of its assets to a subsidiary.**
- **Represented a privately held designer, manufacturer and distributor of heads-up display units to a Canadian-based military**

contractor. Major issues included structuring a transaction under which founders/management, a foreign venture capital investor and approximately 100 other shareholders received differing types of consideration, as well as government contracting issues.

- Represented the Special Committee of a publicly traded hotel real estate investment trust in connection with its sales for approximately \$900 million, including analysis of possible alternate transaction structures and review and drafting of related Proxy and Information Statement.
- Represented client in the formation a joint venture to manufacture Germanium crystals for solar cells, including drafting of Operating Agreements, loan agreements (and subsequent restructuring of those loan agreements) and working with patent counsel on freedom to practice issues regarding the technology.
- Represented several foreign private issuers with Rule 144A/Regulation S global note offering in Europe and North America (including restructuring the company into a Dutch corporation), ranging from \$150-\$300 million and the subsequent related SEC-registered exchange offers for notes and registration of associated warrants and securities compliance (including review of Forms 20-F and 6 K).

Recognitions

- Listed in The Best Lawyers in America (by BL Rankings) for Corporate Law, 2024
- Listed in Illinois Super Lawyers (by Thomson Reuters), 2014-2018

Publications

- "Changing Aspects and Challenges of Today's Due Diligence Process in Domestic and Foreign Deals" (Chapter); *Inside the Minds-- Business Due Diligence Strategies* (Thompson Reuters), 2011 Edition