



Robert F. Coyne

Partner

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Industries

Life Sciences
Manufacturing
Supply Chain

Practice Areas

Corporate Law
German Desk
International Services
Private Equity & Venture

Bar Memberships

New Jersey
Ohio

Rob practices corporate transactional law, primarily in the area of mergers and acquisitions and strategic alliances. He focuses on middle-market deals for clients ranging from closely-held businesses to large international groups. Through such transactional work, Rob has developed extensive knowledge of intellectual property protection, executive employment arrangements, corporate structures, supply chain contracts, cross-border M&A issues, and complex indemnities. Whether on the sell-side or the buy-side, he understands the key business value drivers and helps his clients realize their goal of a quick and successful sale or strategic alliance.

Many of Rob's clients are in the life sciences industry, including pharmaceutical, biotech, medical device, diagnostic, and medical communications companies. He understands the financing and development challenges faced by the owners and management of these companies. He has also steered clients through the intricacies of financings, including early-stage, growth, and mezzanine fundings. Having represented many clients through development to commercialization, Rob has deep experience with agreements covering research, clinical trials, collaboration, manufacturing, distribution, and licensing.

By working closely with clients to fully understand their business issues, Rob gains the clarity and insight to help them successfully address difficult legal challenges that can arise in the course of their signings, closings, and other corporate transactions.

Other Info About Robert

Experience

Representative Matters

Represented a pharmaceutical company as outside general counsel on many internal projects, including the creation of a profits-interest incentive plan, form non-competition and invention assignment agreements with employees and consultants, new classes of membership interest, and poison pill amendments to the Operating Agreement. The company and its board also required counseling on obligations and conflicts among the members.

Represented international provider of healthcare services based in Ireland, in its acquisition of the healthcare communications business. The \$170M acquisition (our client's largest in its history) established it in the U.S. market and solidified its position as a market leader in the global healthcare communications market. Key aspects of the transaction included a spin-off of an unwanted division immediately prior to closing; a Transition Services Agreement; a complex working capital adjustment; and the separate stock acquisition of operating subsidiaries in the EU.

Represented a developmental pharmaceutical company in negotiating a Development, Collaboration, License and Services Agreement with a company located in Japan for the preparation and manufacturer of the client's fentanyl patch and to conduct in-vitro skin permeation studies.

Represented a developmental drug company in connection with its joint venture arrangement with an investment fund for purposes of financing the development of products. Such joint venture work included a review of financing obligations, put and call rights, and the right of first refusal on the financing of future products. Disputes over subsequent funding obligations led to two separate arbitration actions. The arbitrations were settled by reorganizing the company, with multiple contribution and assignment agreements, two different mergers, and a host of ancillary non-competes, IP licenses, and related contracts.

Represented an international engineering firm in the sale of 100% of the capital stock to a strategic buyer. Counseled the client with respect to all aspects of the transaction including structure, tax considerations, and an employment arrangement for the outgoing CEO and shareholder.

Represented a NJ state research university in an acquisition of a school of medicine, which was divested from another NJ state institution under a state act. This divestiture and restructuring was recognized by *The Bond Buyer* as Health Care Deal of the Year for 2013.

Represented a drug development company on the spin-off of certain royalties and economic rights into a newly formed entity. The contribution of economic rights into such sister entity also required a license of IP. Series C equity and bridge debt were included in the transaction.

Assisted on corporate aspects of representation of an international pharmaceutical company in acquiring and developing its new domestic US headquarters and disposing of its former office locations. The transaction was named the national "2012 Development Deal of the Year" by *Real Estate Forum* magazine.

Represented a majority of the shareholders of an environmental remediation company in a \$70M merger. This family owned company was embroiled in shareholder litigation. The deal involved negotiating dissenter rights, shareholder loan reimbursement, and complex management bonus formulas and dealing with a court-appointed custodian charged with trying to engineer the sale and mediate the shareholder disputes.

Represented the founder in the sale of his healthcare educational testing business to strategic acquirer. This transaction required advising client on the tax effects of multiple structures and negotiating employment agreement, with complex bonus arrangements, for founder to continue as President.

Represented a NJ-based pharmaceutical company in an investment into a pharmaceutical development company. The deal involved

negotiating a license agreement, ownership of joint IP developments, defense of infringement actions by third-parties, and manufacturing control inside and outside of the licensed territory. The deal also included a bridge loan and subordination documents.

Represented an international intermodal company in its intended sale to a large private equity firm. This deal went through several major structural changes necessitated by the client's adverse tax status and the PE firm's desire to acquire only certain operational divisions. The deal involved underfunded union pension plan liability, non-assignable government contracts and an earn-out tied to the renewal of customer contracts.

Represented global life sciences company in the acquisition of all the stock of a virtual microscopy company from founding and institutional shareholders, including the negotiation of complex indemnities and representations with respect to the target's key patent assets.

Represented an international food company in the acquisition of a controlling interest in a venture bringing together three pre-existing businesses. This was a complex two-step structure first involving a contribution of assets, and then a membership interest purchase. The multi-party negotiations dealt with issues including inventory valuation, post-closing equity adjustments, financing by the shareholders, future change-of-control provisions and employment and non-compete agreements.

Represented an international leader in the manufacture of office equipment, in its \$30M acquisition of a video conferencing company based in California. The acquisition involved a complex array of holdbacks, retention escrows, working capital adjustments, and different indemnification rights for different classes of shareholders.

Represented manufacturer and marketer of medical device products in multiple acquisitions, including stock purchases, asset purchases and acquisitions of patent portfolios and other intellectual property, with accompanying development agreements

for commercialization of these devices.

Represented a network of specialty pharmacies in a sale of its business via a tax-free §368 reorganization/merger. The deal also involved working capital adjustments, earn-outs, and a purchase price payable largely in stock of the acquirer and promissory notes.

Represented a publicly traded pharmaceutical company, in the sale of one of its drug products and the underlying patents to a buyer. The deal involved complex regulatory, M&A, and IP license and transfer issues. A promotional agreement was arranged for pre-close marketing, and several interlinked distribution agreements were created.

Education

Case Western Reserve University School of Law, J.D.

Georgetown University, B.S., B.A., *cum laude*

Courts

United States District Court for the Northern District of Ohio

State of Ohio

Recognition

Recognized by [Best Lawyers®](#), 2026–2027 Editions: Corporate Law

Included on the [New Jersey Super Lawyers Rising Stars](#) list, Mergers & Acquisitions, 2006–2007

Professional Affiliations

New Jersey State Bar Association

American Bar Association

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