



# Germain E. DeMartinis

## Associate

## Philadelphia

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Germain is a former business owner who brings his first-hand experience as an entrepreneur and employer to bear on his practice. He regularly assists clients with mergers and acquisitions, commercial contracts, regulatory compliance, private equity, corporate governance, and startup guidance. Germain serves as a firm representative to the Philadelphia Bar Association's Large Firm Associates Committee

Before joining Cozen O'Connor as an associate in the corporate practice group, Germain owned and operated a commercial baking company in California, taking the business from a sole proprietorship to a corporation with multi-state distribution. In addition to handling the company's day-to-day operations, Germain was responsible for research and development, production, distribution, and sales. This experience gives him a unique perspective into the business realities his clients face, especially in the emerging company arena.

Germain also has a passion for innovation that allows him to connect on a personal level with entrepreneurial, forward-looking clients. While working for a computer hardware security company before running his own business, Germain invented and patented three products that were manufactured and distributed. In his role for that company, he traveled to China to establish manufacturing partnerships for the products and was responsible for growing the company by expanding its product line, distribution channels, and sales.

Germain received his J.D., *cum laude*, from Temple University Beasley School of Law and Bachelor of Arts in English and comparative literature studies from Occidental College.

## Experience

Represented Spell Capital Partners, a private equity firm, in its acquisition of the operating and real estate assets of All Star Corrugated.

Represented Aerovel, an unmanned aircraft system developer, in its sale to Airbus, a multinational aerospace corporation.

Represented Abington Reldan Metals, LLC, a company that reprocesses industrial and electronic waste to extract precious metals for resale, and its affiliated entities in their sale to Sibanye-Stillwater Limited (NYSE: SBSW) (JSE: SSW), a South African company and one of the world's largest gold producers, for \$211.5 million. The sale transaction, which was structured as a locked box transaction, required Hart-Scott-Rodino and CFIUS clearances as well as ITAR filings.

Represented Veritable LP, an owner-operated investment firm and multi-family office, in its \$350 million acquisition by Pathstone, a wealth management firm serving multigenerational families, single-family offices, and foundations and endowments. The team led the auction process, sale, negotiation, and documentation.

Represented Electrolux, a Fortune 500 company, in the transfer of its warranty portfolio to OnPoint Warranty Solutions, LLC, to be reinsured by Zurich Insurance Group. The transaction involved two transfer tranches (each requiring a separately negotiated agreement) and a 95-page administration

## Practice Areas

- Corporate Governance
- Corporate
- Emerging Business & Venture Capital
- Insurance Corporate & Regulatory

## Industry Sectors

- Cannabis
- Food & Beverage

## Education

- Temple University—James E. Beasley School of Law, J.D., *cum laude*, 2017
- Occidental College, B.A., 1998

## Bar Admissions

- Pennsylvania

## Affiliations

Board of Directors, Philadelphia VIP

Pro Bono Counsel, Philadelphia VIP

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agreement to govern the parties' relationship going forward.

Represented the shareholders of Sparks Marketing LLC, an experiential marketing agency, in connection with the company's sale to Freeman, a global events company.

Represented a health care real estate investment and management company in its acquisition of 10 skilled nursing facilities in California and a simultaneous master lease of the facilities to a long-term care advisory and services organization.

Represented private equity firm Argosy Capital in its sale of Component Sourcing International, LLC, a manufacturer of custom components in a variety of product categories, to private equity firm CPC, LLC.

Represented a private equity firm in its acquisition of a minority stake in an investment advisory firm focused on companies addressing ESG principles.

Represented Planet 13 Holdings Inc. (OTC: PLNH) in its \$91 million (CAD) acquisition of Next Green Wave Holdings Inc.

Represented Pinnacle 21, LLC, a provider of SaaS solutions for clinical data fitness, regulatory compliance, and FDA submission readiness, in its \$310 million sale to Certara, Inc. (Nasdaq: CERT), a biosimulation company.

Represented Young Alfred Inc., a digital insurance marketplace, in its sale to Credible Labs Inc., a digital lending marketplace that offers personalized and prequalified rate options for loans.

Represented the owners of BTB Security, a cybersecurity and digital forensics solutions company, in the sale of BTB Security to Netrix LLC, a provider of managed and professional IT services. Netrix is majority-owned by private equity firm OceanSound Partners.

Represented Agiliti Health, Inc., a medical equipment management and services company, in its \$230 million acquisition of Sizewise Rentals, L.L.C., a manufacturer and distributor of specialty patient handling equipment.

Represented Hydrofarm Holdings Group, Inc., a leading hydroponic equipment and supplies manufacturer, in its acquisition of House & Garden, Inc., Humboldt Wholesale, Inc., Allied Imports & Logistics, Inc., and South Coast Horticultural Supply, Inc. (collectively House & Garden), for \$125 million. House & Garden manufactures and distributes plant nutrients under the House & Garden and Mad Farmer brands.

Represented MARS Advertising, Inc. d/b/a The Mars Agency, a global commerce marketing agency, in connection with a strategic equity investment by Mountaingate Capital, a Denver-based middle-market private equity firm.

Represented Utz Brands, Inc. in its acquisition of the assets related to the Vitner's brand, and related distribution business of Snak-King Corp., for \$25 million.

Represented Sparks Marketing LLC, a trade show exhibit manufacturer and brand experience company, in its acquisition of the assets of 3D Exhibits, Inc. to further Sparks' Midwest geographic expansion strategy.

Represented Agiliti Health, Inc., an essential service provider to the United States health care industry, in its \$475 million acquisition of Northfield Medical, Inc., a nationwide repair service provider for medical devices.

Represented a mobile office solutions manufacturer for public safety, utility, public works, and military

and government customers in its sale for \$76 million. The sale required helping multiple generations of the family-owned company navigate M&A COVID-19 considerations.

Represented Exscribe, Inc., a SaaS software company selling practice management and EHR solutions to medical practices, in its sale to Modernizing Medicine, Inc., a large, private equity-backed specialty-specific healthcare IT provider.

Represented the Trustee of IntegraMed America (ITMD) and nine of its affiliates in Chapter 7 proceedings. ITMD -- with more than 1,000 employees who performed all of the non-clinical functions for 19 medical practices operating almost 150 fertility clinics across the country (several of which included labs housing cryo-preserved embryos and other human tissue) -- ceased operations overnight. We quickly negotiated agreements with all 19 medical practices and ITMD's secured creditor, enabling employees to keep their jobs and the clinics to maintain their operations, which were ultimately approved by the Bankruptcy Court. We also crafted and ran a sale process, which resulted in the negotiation, approval, and consummation of seven separate sale transactions (without any issues arising with respect to the cryo-preserved human tissue) that transitioned all 19 medical practices to new owners, who assumed almost \$20 million of claims held by thousands of patients. This matter drew on the experience of the firm's Bankruptcy, Insolvency, & Restructuring; Corporate; Health Law; and Commercial Litigation attorneys.

Represented a real estate investment firm in a \$2.7 million private offering. The representation involved drafting all documents, including state and federal securities filings.

Represented Agiliti Health, Inc., a nationwide provider of healthcare technology management and service solutions, in its acquisition of Mobile Instrument Service and Repair, Inc., a provider of surgical equipment repair to hospitals.

Represented an Arizona-based provider of technical surveillance equipment and services in its sale to a provider of asset protection systems and GPS tracking technologies.

Represented a multi-state owner of cannabis licenses and assets in connection with an agreement to acquire, by merger, a California corporation holding a license for a cannabis dispensary in Oakland.

Represented a leading health and fitness direct marketing company in its acquisition of an on-demand fitness app, through a two-step merger transaction (reverse followed by forward).

Represented an insurance company and its wholly owned subsidiaries in a nine-figure sale of stock and related real estate.

Represented Acreage Holdings in a groundbreaking, \$3.4 billion transaction to be acquired by Canadian cannabis giant Canopy Growth Corporation once cannabis has been federally legalized in the United States, with Acreage continuing to operate as a stand-alone business in the meantime. This first-of-its-kind transaction involved crafting a unique deal structure and navigating the challenges presented by the illegality of cannabis under U.S. federal law. The transaction drew on the experience of the firm's corporate, tax, employee benefits, antitrust, and intellectual property attorneys.

Represented a California-based cannabis client in connection with cannabis license applications, state and municipal regulatory compliance, and general business and corporate work.

Represented Utz Quality Foods, LLC in its acquisition of Inventure Foods, Inc. in a deal valued at \$165 million. The transaction was completed via a cash tender offer for all outstanding shares of Inventure Foods common stock, followed by a merger of a wholly owned subsidiary of Utz into Inventure Foods pursuant to Section 251(h) of the Delaware General Corporation Law. Inventure Foods will operate as a wholly-owned subsidiary of Utz. Inventure Foods manufactures and sells salted snacks under the

brands Boulder Canyon®, TGI Fridays™, Nathan's Famous®, Vidalia Brands®, Poore Brothers®, Tato Skins®, and Bob's Texas Style® and has manufacturing facilities in Arizona and Indiana.

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