



JENNIFER R. BYRNE

PARTNER

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Jennifer Byrne, a member of the firm's Corporate Services practice group, concentrates her practice in mergers and acquisitions, securities and corporate finance, general corporate issues, emerging companies and corporate governance. She has extensive experience representing domestic and international companies from numerous industries, including manufacturing, retail, biotechnology and life sciences, technology, health care, hospitality, animal health and agtech, aerospace, finance and professional services. As outside general counsel to businesses, Jennifer provides counsel on day-to-day transactions as well as high-stakes disputes and transformative relationships. In that role, she is adept at efficiently coordinating experience from other segments of the firm, such as intellectual property, lending, real estate, employment and litigation. She also serves as co-leader of the firm's Emerging Companies practice area.

Mergers and Acquisitions

Jennifer provides guidance in a broad spectrum of transactions throughout the deal process, from pre-transaction planning to post-closing indemnification claims and disputes. This work includes taking the lead on stock and asset purchases and dispositions, mergers, restructurings, management buyouts, tender offers, going private transactions and other related transactions.

Securities and Corporate Finance

Jennifer has broad experience advising publicly traded companies about securities offerings, Securities Exchange Act reporting issues, national securities exchange listing issues and various compliance and disclosure issues. She also counsels privately held companies raising funds through private placements of securities, compensating employees through equity-based compensation and financing their growth and operations through debt financing.

General Corporate

Jennifer draws on her accounting and business background to assist clients in successfully achieving their financial and business goals through investments, joint ventures, strategic alliances, licensing and distribution arrangements, technology agreements, supply agreements, employment agreements and commercial contracts. She also advises clients about noncompete agreements and the protection of trade secrets and other intellectual property. In addition, she counsels businesses on succession planning initiatives.

Emerging Companies

In coordination with the firm's office in St. Louis' CORTEX technology district, Jennifer works closely with the startup community. She serves as general counsel for emerging

SERVICES AND INDUSTRIES

Corporate
Mergers and Acquisitions
Governance and Compliance
Emerging Companies
Agribusiness and Food
Franchising and Distribution
Outside General Counsel
Technology
Consumer Products and Services
Securities and Corporate Finance

ADMISSIONS

Missouri

companies and entrepreneurs in navigating formation, ownership, financing, employment and intellectual property issues and negotiating with venture capital and private equity funds. Jennifer also represents investors in performing due diligence on emerging companies and negotiating investment documents.

Corporate Governance

As a trusted adviser to boards of directors, committees and management, Jennifer counsels clients regarding fiduciary duties, governance and compliance issues (including records retention policies), strategy, anti-takeover mechanisms, buy-sell issues, executive compensation and shareholder disputes.

EDUCATION

- Saint Louis University School of Law (J.D., *magna cum laude*, 1999)
 - St. Louis University Law Journal, Editor (1998-1999), Staff (1997-1998)
- Saint Louis University (B.S.B.A., *summa cum laude*, 1996)
 - Accounting and International Business
 - Dean's List (8 semesters)
 - Beta Gamma Sigma (Vice President)

PROFESSIONAL ACTIVITIES

- The Missouri Bar
- American Bar Association
- Certified Public Accountant
- Armstrong Teasdale Opinion Committee
- Armstrong Teasdale Pro Bono Committee

ACCOLADES

- *The Best Lawyers in America*®; Closely Held Companies and Family Business Law (2018-present)

BACKGROUND

Prior to joining the firm, Jennifer was in private practice at another area firm.

EXPERIENCE

Outside GC for Global Consumer Products Company

Outside general counsel to a global consumer products company, including prosecution and management of a worldwide trademark portfolio, negotiation of mergers and acquisitions, advice regarding commercial contracts and consumer products liability issues, and handling of data privacy issues.

Local Counsel on Multibillion-Dollar Merger

Acted as local counsel on multibillion-dollar merger of two publicly traded international

organizations.

Private Placement and Research Agreements for Pharmaceuticals Company

Advised a pharmaceuticals company in connection with the financing and conduct of research regarding a rare tropical disease.

Private Placement of Securities for Immunotherapy Company

Advised a pharmaceuticals company in connection with a private placement of securities to finance its research and development of several pharmaceuticals and technologies, including immunotherapies for treating cancer.

Licensing and Manufacturing Agreements for Animal Health Company

Advised a company developing animal vaccines in connection with obtaining a license for technology to be used in the manufacture of its products and negotiating manufacturing and research agreements.

\$20 Million Preferred Stock Private Placement, Warrant Issuance

\$20 million preferred stock private placement and warrant issuance for public company.

Multimillion-Dollar Sale of Supplement Retailer

Assisted client with eight-figure sale of supplement retailer that operates through large online platform. Transaction included multimillion-dollar cash purchase price and purchaser stock components for seller.

Representation of Public Company

Provided corporate governance advice to the board of directors and committees of a publicly owned client in the financial services industry.

Resolved Multinational Shareholder Dispute

Resolved a high-stakes dispute among the owners of a multinational group of companies that design, manufacture and distribute industrial equipment. The dispute involved the exercise of multiple, conflicting cross purchase provisions within governing corporate documentation as well as disputes over ownership of intellectual property and customer/vendor relationships.

Protection of Global Footwear Company's Intellectual Property

Represented a global company in the footwear industry regarding the maintenance of its intellectual property portfolio and the protection of its brand.

General Counsel to Hospitality Companies

Served as general counsel to a network of companies that develop, own and operate hotels in the Midwest, including conducting private placements of securities and negotiating acquisitions and sales of properties.

Temporary Restraining Order for Client Involving Noncompete Agreement

Secured a temporary restraining order for a boiler service company. The defendant, a former employee, left the company without notice and went to work for a competing firm. The employee had signed a noncompete, nondisclosure and noninterference agreement with the client, and the court granted our motion prohibiting the defendant from continuing to work for the competing firm and any other business in the state competing with the client. Following the court's order, the defendant agreed to a permanent consent injunction.

THOUGHT LEADERSHIP

August 29, 2016

New Visa Rule Proposed for International Entrepreneurs

November 6, 2015

Crowded Markets - The SEC Adopts New Rules Permitting Title III Crowdfunding