Lucosky Brookman

2021 Year In Review

01

Introduction

Read more

02

Accomplishments

Read more

03

Expansion

Read more

04

Transactions

Read more

05

Charity

Read more

06

Practice areas

Read more

Introduction

Great results are achieved by going above and beyond for our clients. At Lucosky Brookman, we are relationship focused and results driven.

Joseph Lucosky, Managing Partner

Lucosky Brookman is a corporate law firm with offices in New York, New Jersey, Pennsylvania and Washington, representing both domestic and international clients in sophisticated corporate and securities transactions, mergers and acquisitions, SPACs, De-SPACs, secured and unsecured lending transactions, PIPE investments, intellectual property issues, corporate tax matters, complex litigation, dispute resolution, regulatory matters and general corporate matters.

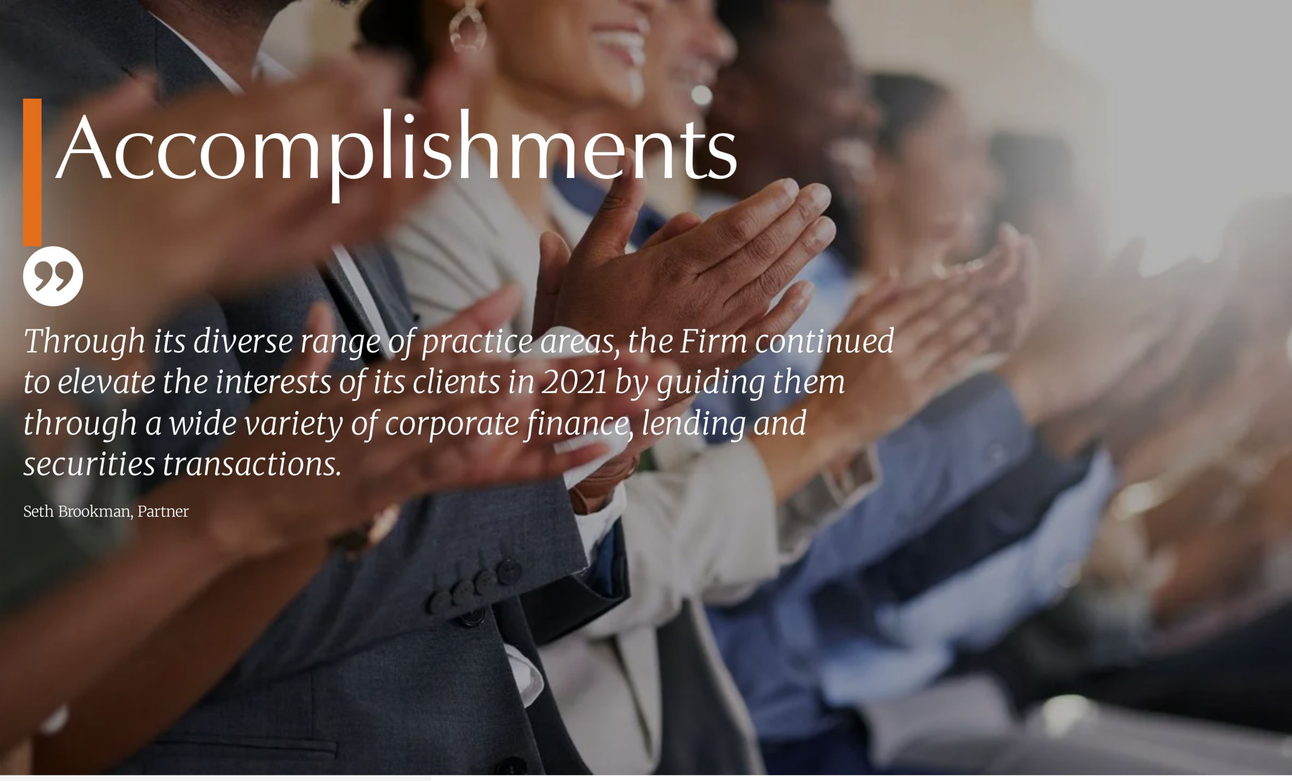
The Firm was established to serve select clients in the emerging and middle markets. It is our mission to provide exceptional legal representation by listening to our clients and anticipating their needs. Each year, Lucosky Brookman publishes an annual progress report in order to examine current trends for emerging growth companies in the legal marketplace, as well as to highlight the accomplishments and milestones of the Firm in the prior year.

On behalf of the Firm, it is our pleasure to welcome you to our **2021 YEAR IN REVIEW.**

It is our mission to provide exceptional legal representation by listening to our clients and anticipating their needs.

LUCOSKY BROOKMAN REPRESENTS OVER 75 PUBLIC COMPANIES, INVESTMENT BANKS AND PRIVATE EQUITY FUNDS

Lucosky Brookman represents over 75 domestic and international public companies ranging from companies listed on the NYSE and the NASDAQ, to companies quoted on the OTC Bulletin Board, OTCOX, OTCOB and OTC Pink Sheets. In addition, the Firm represents numerous private companies, private equity funds, investment banks and other financial institutions in connection with equity, debt and convertible financings. Lucosky Brookman takes pride in successfully representing its clients by providing insightful, cost-effective, practical, business-focused legal advice. We are continuing to enhance our capabilities and strengths in all of the Firm's practice areas. To that end, in 2021 Lucosky Brookman has expanded upon it's market-leading Uplisting Practice. This practice area focuses on listing companies on senior exchanges (such as NYSE or NASDAQ) and international and cross-border listings. The Firm also expanded its Intellectual Property and Tax services, which will allow the Firm to continue to grow and exceed client expectations.



Accomplishments

Through its diverse range of practice areas, the Firm continued to elevate the interests of its clients in 2021 by guiding them through a wide variety of corporate finance, lending and securities transactions.

Seth Brookman, Partner

Relationship Focused.

Results Driven.

Lucosky Brookman and its clients were extremely active in 2021. The Firm appreciated an overall increase in the size of its deal flow, through both volume and value of each transaction, as compared to 2020. The Firm realized an increase in the number of clients engaged in going-public transactions, uplisting transactions, merger and acquisition transactions, S-1 and F-1 Registration Statements for primary and secondary offerings, Form 10 Registration Statements, Senior Secured Credit Facilities, SPACs, De-SPACs and various other private equity, venture capital, corporate finance and PIPE transactions.

Throughout 2021, the Firm was successful in assisting its clients to advance their business interests in the areas of mergers, acquisitions, fundraising, banking, finance, litigation and arbitration, among others. The Firm pledges to provide the same level of high quality legal service to its clients in 2022 and beyond.

The Firm pledges to provide the same level of high quality legal service to its clients in 2022 and beyond.

THE FIRM EXPANDS ITS UPLISTING PRACTICE GROUP, FOCUSING ON LISTING COMPANIES ON THE NYSE AND NASDAQ

Lucosky Brookman is the industry leader in "Uplisting" domestic or foreign quoted OTC companies and foreign exchange listed companies to the NASDAQ or NYSE. "Uplisting" is the global practice of elevating a company (foreign or domestic) from having its stock quoted on an alternative trading platform like the OTC Markets, TSX or the ASX, to the NASDAQ or NYSE. For micro cap or small cap companies to succeed in the Uplist process, they need to have more than just an attorney, they need an advocate, a leader, and a quarterback to proactively usher the company through the process and across the finish line. For 11 years, the attorneys at Lucosky Brookman have successfully assisted numerous companies achieve their goals by completing successful listing transactions on the NASDAQ or NYSE - many times in connection with a firm commitment underwritten capital raise.

THE FIRM LAUNCHES UPLISTING MONTHLY MARKET REPORTS

Lucosky Brookman launches the only industry-wide data-driven analytical reporting solely focused on the uplisting market. The uplisting monthly report is the most comprehensive resource dedicated to the Uplist and cross-list marketplace. It brings powerful and in-depth market data and analytics to help issuers, management teams, boards of directors, consultants and others involved in the uplisting and cross-listing process make better decisions.

Click to view current and archived Uplisting Monthly Reports

Expansion

Expanding upon its established corporate and securities expertise, the Firm further broadened its reach in the areas of Mergers & Acquisitions and Corporate Tax in 2021.

Lawrence Metelitsa, Partner

According to a recent client,

On behalf of the entire AMMO Family, I wish to extend my heartfelt appreciation to Lucosky Brookman, Joe Lucosky and M&A partner, Adele Hogan. Their team worked tirelessly all year and delivered extraordinary results for our Company. We could not be more excited about bringing the GunBroker.com team into the AMMO family. Thanks to Lucosky Brookman, the transaction successfully closed, and our team has reached another vertical integration milestone for the Company, representing an opportunity to diversify our revenue base with high profit-margin business offered through a premier brand deploying best-in-class secure transactional technology. I highly recommend the team at Lucosky Brookman for any transaction, large or small, simple or complicated. They will deliver results.

- Fred Wagenhals, Chairman and Chief Executive Officer
Ammo, Inc. (NASDAQ POWW)
Successful $240,000,000 acquisition and $115,000,000 Capital Raise

Experienced Corporate Deal Maker Adele Hogan joins Lucosky Brookman as Partner in the Corporate & Securities and Mergers & Acquisitions Practice Groups

In the Firm's continued efforts to best service its clients, the Firm has added Adele Hogan as a Partner in the Corporate & Securities and the Mergers & Acquisitions Practice Groups. Ms. Hogan specializes in capital markets and securities offerings. She has nearly 30 years of experience advising on mergers and acquisitions and private equity transactions, bankruptcy and restructuring transactions and corporate governance, compliance and regulatory matters. Ms. Hogan is highly experienced in SPAC's, PIPEs and IPOs.

Ms. Hogan joins Lucosky Brookman after ten years working at Cravath, Swaine & Moore LLP. She was previously a Partner at White & Case LLP and Linklaters LLP. Ms. Hogan is a graduate of Cornell University Law School. She has served as an Adjunct Law Professor at Fordham University School of Law, a Visiting Instructor at Cornell University Law School and she regularly lectures at the Practicing Law Institute.

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2021 M&A Highlight

Lucosky Brookman's Client, Ammo, Inc. Successfully Closes $240 Million Acquisition of GunBroker.com

Lucosky Brookman's client, Ammo, Inc. (NASDAQ: POWW) closes its successful $240 million acquisition deal of GunBroker.com. Lucosky Brookman is proud to have been able to serve as lead M&A counsel to the company, as it strives to create further accretive value for shareholders. This tremendous accomplishment is the result of months of hard work by management, the board, the firm, and many others, culminating in a watershed moment for the company.

Ammo, Inc. is a premier American ammunition and munition components manufacturer and technology leader. GunBroker.com is the world's largest on-line auction marketplace dedicated to firearms, hunting, shooting and related products. The transaction involved an approximate $240 million merger of reorganized entities resulting in GunBroker.com and certain affiliates becoming a wholly owned subsidiary of Ammo.

Managing Partner of Lucosky Brookman, Joseph Lucosky, commented, "Congratulations to our client, Ammo, Inc., on this tremendous accomplishment. The successful closing of this $240 million acquisition is a testament to the hard work of a multitude of people.

While this transaction was significant because of its size, scope and complexity, it was even more amazing because of the incredible team effort put forth by the company and its numerous professionals, including the many Lucosky Brookman Practice Groups which were utilized during the course of the transaction - from the M&A Practice Group led by Adele Hogan, to the firm's Lending Practice Group, to our Corporate & Securities Practice Group, to our Intellectual Property Practice Group - it was a remarkable team effort."

Fred Wagenhals, AMMO's Chairman and CEO, stated, "We could not be more excited about bringing the GunBroker.com team into the AMMO family. Everyone worked hard to make this happen - and we will now set about to further expand the GunBroker.com brand as we leverage the amazing IT platform Steve Urvan and his team developed to bring AMMO products and a host of other products and merchandise to the vibrant GunBroker.com marketplace." Fred further noted that "With the transaction successfully closed, our team has reached another vertical integration milestone for the Company, representing an opportunity to diversify our revenue base with high profit margin business offered through a premier brand deploying best-in-class secure transactional technology."

The successful closing of this $240 million acquisition is a testament to the hard work of a multitude of people. While this transaction was significant because of its size, scope and complexity, it was even more amazing because of the incredible team effort put forth by the company and its numerous professionals, including the many Lucosky Brookman Practice Groups which were utilized during the course of the transaction.

Joseph Lucosky, Managing Partner

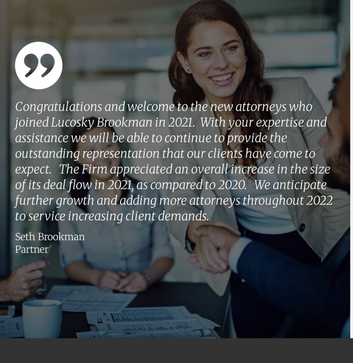
Firm Adds Experienced Corporate Tax Attorney Chris Haunschild

The Firm furthered its expansion goals by adding a Corporate Tax practice group. The Corporate Tax Practice Group will work in tandem with the Firm's existing Corporate and Securities Practice Group, the Mergers and Acquisitions Practice Group, as well as Firm's other practice areas in order to further expand upon the service offerings to our clients.

Mr. Hanuschild has 25 years of experience advising companies across a wide range of industries on the tax consequences of domestic and cross-border mergers, acquisitions, dispositions, reorganizations, financing transactions, securities offerings, and joint ventures with an aggregate value in excess of $100 billion.

Ms. Haunschild joins Lucosky Brookman after working at Wal-Mart Stores, Inc. as Senior Associate General Counsel. He has also worked as a Partner at Greenberg Traurig, as a Vice President of Global Tax at Sanmina Corporation, as well as a Senior Director and a Tax Counsel at Office Depot, Inc.

Chris holds an LL.M. in Taxation from New York University School of Law, a J.D. from the University of Tulsa College of Law, where he served as Managing Editor of the Law Review, and a B.A. in Economics from Trinity University. He has published numerous articles and delivered dozens of speeches.



Congratulations and welcome to the new attorneys who joined Lucosky Brookman in 2021. With your expertise and assistance we will be able to continue to provide the outstanding representation that our clients have come to expect. The Firm appreciated an overall increase in the size of its deal flow in 2021, as compared to 2020. We anticipate further growth and adding more attorneys throughout 2022 to service increasing client demands.

Seth Brookman
Partner

Congratulations and Welcome

Lindsay Cho
Jordan Cogswell
Anthony Desiderio
Yair Even-Tal
Chris Haunschild
Adele Hogan
Vicky Khachatryan
Soyoung Lee
Brandon McNeel
Gabriel Miranda
Molly Mitlak
Jon Monna
Michael Okolo
Kush Parikh
Conrad Pritzker
Lahdan Rahmati
Raymond Ressy
Kyle Taylor
Thomas Twedt
Xiaofan Zhang

Charity

We are honored to have been able to help raise over $775,000 for charity since the inception of the Firm with the help of our clients, friends and colleagues.

Joseph Lucosky, Managing Partner

The Lucosky Brookman Foundation

Since our inception, we have dedicated considerable time and resources to giving back to the community with a hands-on approach to charitable activities. We established the Lucosky Brookman Foundation, a 501(c)(3) public charity, through which the Firm donates to qualified organizations on behalf of the Firm and through which we are able to receive donations from charitable friends, clients and colleagues. The Foundation was created to take over the management and coordination of the Firm's ever-increasing charitable contributions and activities. The Lucosky Brookman Foundation's primary goal is to use the power of philanthropy to impact the lives of those less fortunate, with a particular focus on children's causes. The Foundation hopes to educate individuals and bring awareness to various sponsored initiatives that make a profound difference on other individuals' lives, now and far into the future.

Lucosky Brookman Foundation, a 501(c)(3) public charity, uses the power of philanthropy to impact the lives of those less fortunate, with a particular focus on children's causes.

The Lucosky Brookman Foundation continues support for the save a child's heart foundation; raises over $775,000 to date

Since 2014, with the help of its clients, friends and colleagues, Lucosky Brookman has raised over $775,000 for charity. The net proceeds allow children from developing countries to receive much-needed life-saving pediatric heart surgery and postoperative care. SACH is an international humanitarian project whose mission is to improve the quality of pediatric cardiac care for children from developing countries whom suffer from congenital and rheumatic heart disease.

"On behalf of the entire SACH organization, I wish to extend my heartfelt appreciation to Lucosky Brookman, and their clients, friends and colleagues for their extraordinary philanthropy and commitment."

DAVID LITWACK,
Executive Director of Save A Child's Heart, U.S.

On behalf of the entire SACH organization, I wish to extend my heartfelt appreciation to Lucosky Brookman, and their clients, friends and colleagues for their extraordinary philanthropy and commitment.

David Litwack, Executive Director of Save A Child's Heart, U.S.

Lucosky Brookman Donation

$775,000

Lucosky Brookman Partners support the Make-A-Wish foundation

As part of Lucosky Brookman's continuing commitment to children's charitable causes, over the past five years, Lucosky Brookman has donated over $50,000 to the Make-A-Wish Foundation. The Make-A-Wish Foundation grants wishes to children with life-threatening medical conditions. According to the Make-A-Wish Foundation, the granting of wishes makes children feel stronger, more courageous, and more determined to overcome their illnesses. Many families and healthcare providers believe the wish experience is the turning point in a child's battle against their illness. Lucosky Brookman is proud to be an ongoing sponsor of the Make-A-Wish Foundation.

Lucosky Brookman Donation

$50,000

The Firm once-again sponsors the Far Hills Race meeting for the sixth year

Lucosky Brookman continues its philanthropic efforts each year by sponsoring and attending the Far Hills Race Meeting, also known as "The Hunt". The Hunt is a charity horse race which benefits the Robert Wood Johnson University Hospital, RWJ Barnabas Health, and the Cancer Support Community of Central New Jersey. The event, which draws more than 35,000 spectators each year, has raised more than $18,000,000 since 1950. 2021 marked the sixth annual sponsorship of The Hunt by Lucosky Brookman.

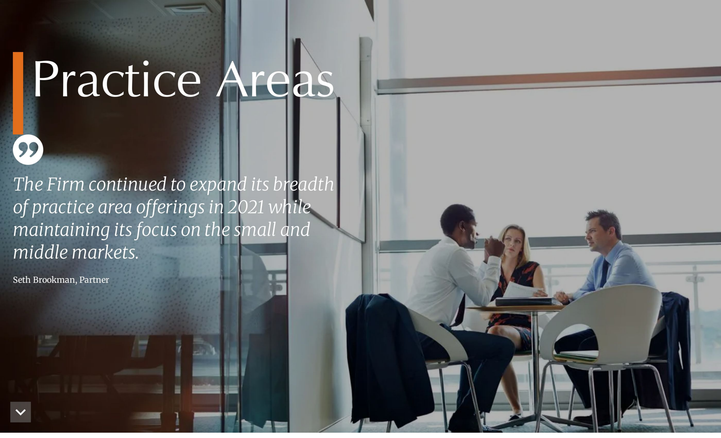
Each year The Hunt provides the Firm's attorneys, clients, friends and colleagues an opportunity to build relationships in an informal and relaxing atmosphere while supporting a worthwhile charitable endeavor.

Lawrence Metelitsa, Partner

Practice Areas

The Firm continued to expand its breadth of practice area offerings in 2021 while maintaining its focus on the small and middle markets.

Seth Brookman, Partner



Corporate and Securities

Public Offerings
Private Placements (PIPEs)
Mergers and Acquisitions
Acquisition Financings
Joint Ventures
NYSE and NASDAQ Listing Matters
Uplistings
Cross-Listings
Dual-Listings
SPACs
De-SPACs
Exchange Act Reporting and SEC Compliance
Corporate and Commercial Transactions
Equity Lines of Credit
Recapitalizations (Reverse and Forward Splits)
Rule 144 Matters
General Corporate Matters
Corporate Governance
Registration Statements (S-1, S-3, S-4, S-8, Form 10)
DTC Deposit Chill Representation

Joseph Lucosky

Lawrence Metelitsa

Banking and Finance

Term and Revolving Lending Transactions
Asset-based Lending Transactions
Private Placement Offerings
Convertible debt transactions
Preferred equity and warrant transactions
Letter of Credit Transactions
Bridge Loans
Workouts, Restructurings, Asset Foreclosures and Loan Sales
Revolving Lines of Credit

Seth Brookman

Mergers and Acquisitions

Merger transactions
Assets and share acquisition and sale transactions
Joint Ventures
Tender Offers
Share Exchanges
Representation of Boards of Directors
Pre-acquisition Planning

Adele Hogan

Taxation

Mergers and Acquisitions tax planning
International tax planning
Tax Structuring in Business Expansions
Securities Offerings tax counseling
Debt Issuances tax counseling
Investment Fund Structuring
Executive Compensation and Employee Benefits

Chris Haunschild

Intellectual Property

Patent prosecution, trademarks, copyrights
Intellectual Property Due Diligence
Intellectual Property litigation
Commercialization Agreements
Compliance with International Traffic in Arms Regulations
Compliance with International Export Administration Regulations

Priya Cloutier

Insurance Coverage and Defense

Insurance Defense Litigation
Insurance Coverage
Mass Loss and Product Liability
Asbestos Litigation
Construction and Labor Law litigation
Primary and excess coverage counseling and litigation

Norman Golub

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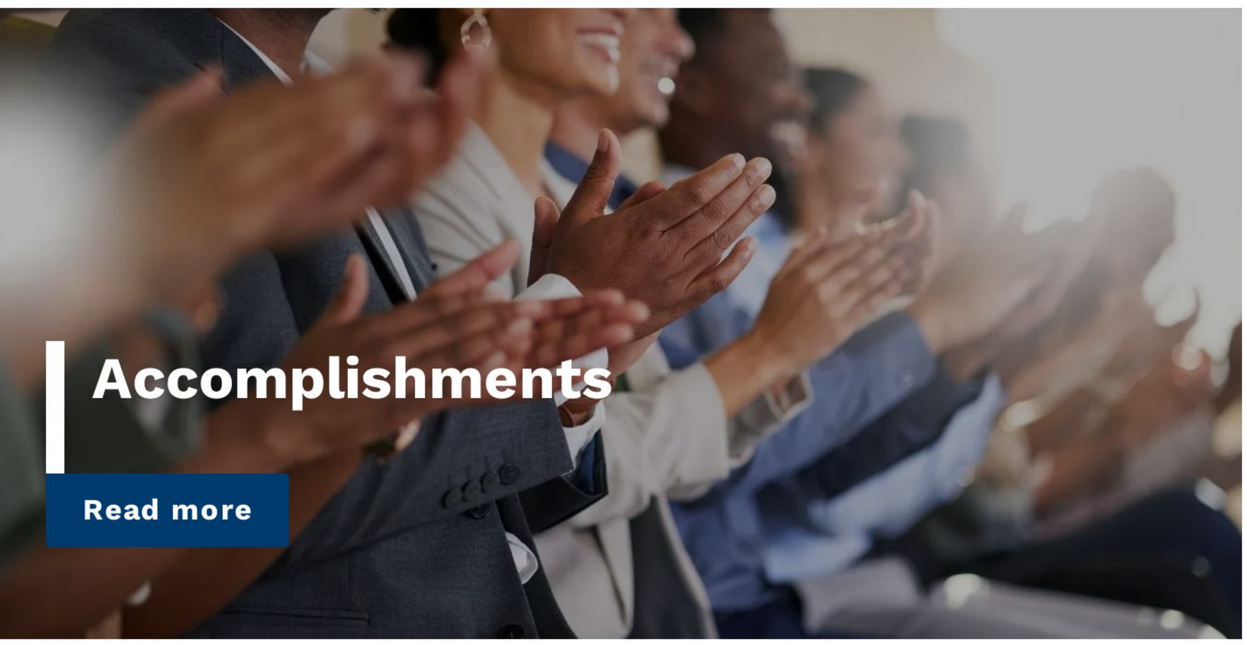
View Archives - Year In Review 2011-2020

Table of Contents

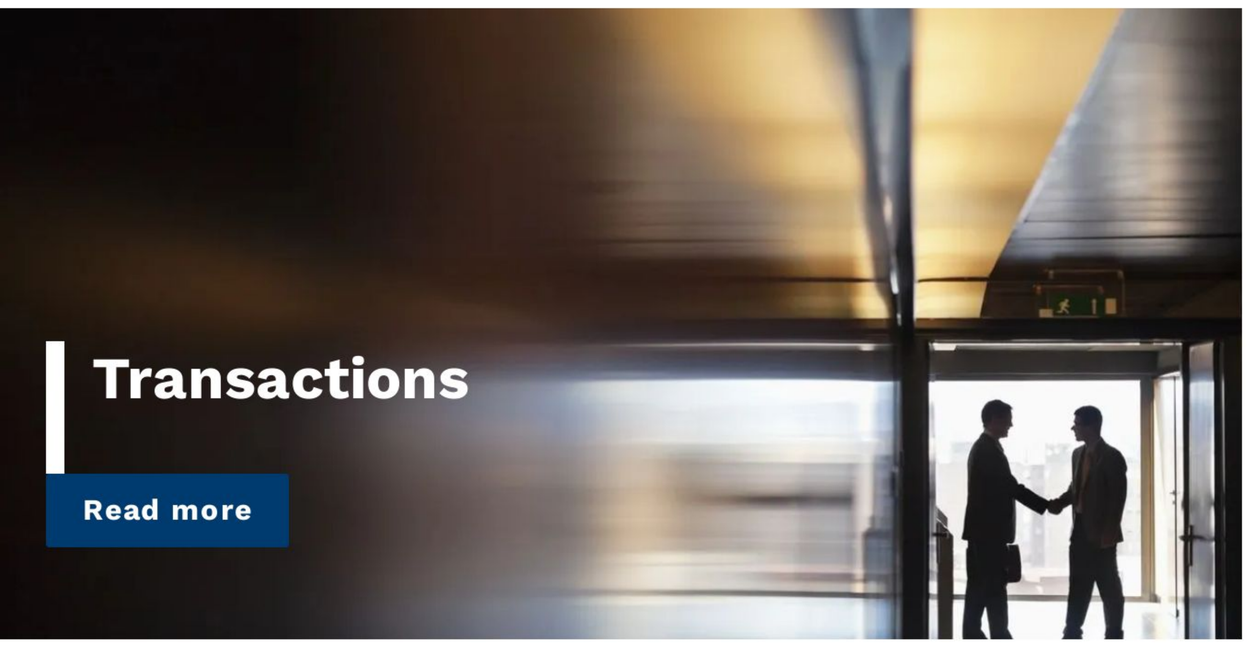


Accomplishments

Read more

Expansion

Read more



Transactions

Read more

Charity

Read more

Practice Areas

Read more

Offices

Read more

Ms. Hogan joins Lucosky Brookman after ten years working at Cravath, Swaine & Moore LLP. She has also worked as a Partner at White & Case LLP and Linklaters LLP. She served as Director at Deutsche Bank and has done strategic consulting work including revenue enhancements, deposit growth, FX derivatives, and mergers for large banks. Ms. Hogan has led anti-financial crimes investigation, risk framework implementations, and corporate governance matters.

While at Lucosky Brookman, Ms. Hogan will continue her diverse range of work, which includes work for industries in the following sectors: financial institutions, energy and utilities, healthcare (medical devices, biotech and pharmaceuticals), leisure (gaming and hotels), real estate, telecommunications, media and technology, transportation (airlines, automotive, shipping, rail), and retail.

Ms. Hogan is a graduate of Cornell University Law School. She has served as an Adjunct Law Professor at Fordham University School of Law. She is a Visiting Instructor at Cornell University Law School and she regularly lectures at the Practicing Law Institute.

Back to page

Lucosky Brookman acted as U.S. corporate and securities legal counsel to the Company.
CEO, Jordan Fried, rang the NEO bell to list their blockchain crypto bitcoin portfolio of breakout blockchain brands on the public market.
With a mission to deliver the value of digital assets to every person around the world, Immutable Holdings is positioned to capitalize on the growth in the cryptocurrency and blockchain eco-system.

"A public listing on the NEO Exchange will enable us to execute upon our aggressive growth strategy," remarked Jordan Fried. "We stand to benefit from greater exposure to the investor community, increased access to capital, enhanced liquidity, and the exceptional level of service for which NEO has become known. This is a true partnership between innovators who are paving the way for the future."

Back to page

Healthcare Triangle, Inc. is a leader in the public cloud for Hospitals, Health Systems and Life Sciences. In connection with the offering, the company has received approval to list its Common Stock on The Nasdaq Capital Market, with its Common Stock trading under the symbol “HCTI”.

Lucosky Brookman represented EF Hutton in its capacity as sole book-running manager.

Back to page

Lucosky Brookman acted as corporate and securities counsel to the Company, while The Benchmark Company, LLC acted as sole book-running manager for the offering.

The gross proceeds to HeartBeam from the offering, before deducting the underwriting discounts and commissions and offering expenses, are expected to be $16.5 million.

Back to page

Lucosky Brookman acted as U.S. corporate and securities counsel to the Company, while Maxim Group LLC acted as a sole book-running manager for the offering. Partner Lawrence Metelitsa exclaimed “Great job to CEO, Vlado Bosanac, the rest of the management team and the attorneys at Lucosky Brookman who led this international, dually listed transaction to completion. Moreover, it is always a pleasure working with the team from Maxim Group LLC acting as sole book-running manager for the Offering. Tremendous accomplishment for all parties involved.”

The ADSs began trading on the Nasdaq Capital Market on November 19, 2021, under the symbol "AHI". The offering was closed on November 23, 2021.

Back to page

The gross proceeds to Ammo, Inc. from the sale, before deducting expenses, were $3,455,500.

The shares of Series A Preferred Stock sold by Ammo, Inc. has been registered pursuant to a registration statement on Form S-3 (File No. 333-253192), which the Securities and Exchange Commission declared effective on February 24, 2021. A final prospectus supplement and accompanying base prospectus relating to the offering were filed with the Commission on May 25, 2021.

Back to page

Lucosky Brookman acted as corporate and securities legal counsel to the Company.

“We are very pleased to have completed this debt transaction with B. Riley Principal Investments. We believe this transaction is a strong validation of LifeMD’s telehealth platform and our continued investment in growth,” noted Marc Benathen, CFO of LifeMD. “As we noted previously, our management team has remained very focused on bolstering our balance sheet to support our aggressive growth strategy and pathway to profitability while doing so with the best interests of our shareholders in mind. By completing this debt financing, LifeMD not only enhances the cash on the balance sheet but forms a key partnership with a tremendous institution with strong capital markets capabilities and deep relationships in the space.”

"B Riley’s Principal Investment team uses the firm’s proprietary capital to make direct investments in companies with proven platform technologies with significant near-term growth potential,” noted Bryant Riley, Chairman and CEO of B. Riley. “We believe that LifeMD fits this profile and we are committed to leveraging the full power of our banking platform and network to support the growth of LifeMD.”

Back to page

In connection with the private placement, the Company is issuing to the investor Series A warrants to purchase up to 2,000,000 shares of common stock and Series B warrants to purchase up to 2,000,000 shares of common stock. The Series A and Series B warrants have an exercise price of $17.50 and the Series A warrants are exercisable for four years following the date of issuance and the Series B warrants are exercisable for two years following the date of issuance.

The Series B warrants are not exercisable until vesting under certain conditions. The Company has the right to call the Series A and Series B warrants, subject to the satisfaction of certain conditions.

Maxim Group LLC acted as the sole placement agent in connection with the offering.

Back to page

"The team at NeuroOne has worked relentlessly for the past four years to position the company to accomplish this major milestone," NeuroOne CEO Dave Rosa said. "NASDAQ has an established reputation for being an exchange associated with emerging growth stocks, and we believe our uplisting will elevate the company's corporate profile with current and prospective investors, and the financial community as a whole."

"As the company continues to grow, we are hopeful our Nasdaq uplisting will generate even greater interest in our company from leading institutional investment firms across the broader national and international investment community."

Back to page