



Joseph C. Marrow

Member

Direct 781-697-2246

Fax 781-622-5933

Waltham, MA

Boston, MA

jmarrow@morse.law

Joe serves as outside general counsel to a wide range of privately-held emerging and middle-market companies. He guides his clients through all phases of the business life cycle, from corporate formation to liquidity events. Clients rely on Joe as a trusted advisor both with respect to legal and non-legal matters.

While Joe's practice encompasses a variety of legal issues including incorporations, debt and equity financings, and corporate governance, he has particular expertise in the area of M&A transactions, counseling clients on both the buy-side and the sell-side. Utilizing his prior experience as a commercial business litigator, Joe also advises his clients on preventative measures to help avoid the high cost of protracted litigation.

Joe services clients in a wide variety of sectors including technology, software, professional services, medical devices, analytical instruments and life sciences.

For many years, Joe has been actively involved in firm management. He has served as the Chair of the Firm's Corporate Practice Group and Chair of its M&A Practice Group. Additionally, Joe served on the Firm's Advisory and Management Committees and chaired the Marketing Committee, lending his insight and experience to the Firm's marketing, branding and business development efforts.

Joe has been recognized for his work as a corporate attorney by being named a Super Lawyer every year since 2011.

Representative Matters

- Represented **ClearEdge Partners, Inc.**, a firm specializing in information technology spend management and software asset management in connection with its sale to a publicly-traded multinational professional services company.
- Represented **Rentschler Biopharma SE**, a leading contract development and manufacturing organization (CDMO) for biopharmaceuticals, in connection with the acquisition of a U.S. manufacturing site from an affiliate of Shire plc.

Education

Northeastern University School of Law, J.D.
Bowdoin College, A.B., *magna cum laude*

Admissions

Massachusetts Bar

Languages Spoken

Spanish

Practice Areas

Commercial Debt Financing
Corporate
Mergers & Acquisitions
Startups & Emerging Companies
Venture Capital

Industries

Cannabis
Consumer Goods & Services
FinTech
Internet of Things
Life Sciences
Medical Devices
Software-as-a-Service

Recognition



Massachusetts Super Lawyers
2011-2023

Chicago-based private equity firms, Generation 3 Capital and Waveland Investments.

- Represented **Retica Systems, Inc.**, a developer of identity solutions and services, in its sale to L-1 Identity Solutions, Inc. (NYSE:ID).
- Represented **Exit41, Inc.**, a provider of software that allows restaurant chains to manage take-out orders in off-site call centers, in connection with a \$6 million recapitalization financing round led by GrandBanks Capital, Contour Venture Partners and Dace Ventures.
- Represented **Polychromix, Inc.**, a developer and manufacturer of analytical spectroscopy solutions, in connection with its sale to Thermo Fisher Scientific, Inc. (NYSE: TMO).
- Represented **Elsevier Inc.**, a world-leading publisher of scientific, technical and medical information products and services in the stock purchase of MEDai Inc., a predictive analytics company and the purchase of assets from William Andrew Inc., a publishing company.
- Represented developer of photovoltaic modules for use in the solar power industry in connection with the sale of approximately \$5 million in preferred stock to venture capital investors.
- Serve as outside general counsel to **Kaspersky Lab, Inc.**, a leading antivirus software and internet security solutions for homes and businesses.
- Represented **Innov-X Systems, Inc.**, a leading provider of portable x-ray fluorescence technology for elemental analysis, in the sale of \$28,750,000 in a preferred stock financing led by Summit Partners, and in an asset purchase from an Australian company.
- Represented two privately-held companies in connection with tender offers involving the sale of over \$60 million in stock from existing stockholders.
- Represented **TechTarget, Inc.** (NASDAQ: TTGT), a content provider to IT professionals, in connection with approximately \$100 million in venture capital financings, and in the acquisition of Bitpipe, Inc.
- Represented **Tasker Capital Corp.** (NASDAQ: TKER) in connection with several private investments in public entity (PIPE) transactions, general securities compliance and an asset acquisition for cash and stock.
- Represented **Openera Technologies, Inc.**, a provider of IMS mobile client applications for both fixed and mobile operators, in the sale of all of its stock to NMS Communications Corporation (NASDAQ: NMSS).

Affiliations

American Bar Association

Massachusetts Bar Association

Boston Bar Association

USA 500

Speaking Engagements

Guest Lecturer, *Legal Primer for Entrepreneurs*, Emerson College, 2022

Moderator, *T&C's Made Simple*, 2018 VC and M&A Forum

Guest Lecturer, *Venture Capital Term Sheets*, Boston College's Carroll School of Management

Video: Joe Marrow discusses closing conditions in M&A Transactions.

Video: When buyer and seller can't agree on a price, an earn-out is an effort to bridge that gap. M&A attorney Joe Marrow discusses further in this video.

Video: Joe Marrow covers escrow (or a hold back) which is common in most merger and acquisition transactions.

Publications

[Top 10 Tips for Drafting a Letter of Intent for Successful M&A Negotiations](#)

[Top Considerations – Sale of Company](#)

[Tips for Enforcing Indemnification Provisions](#)

[Recent Amendment to Delaware General Corporation Law](#)

[An Overview of Rule 10b5-1 Trading Plans](#)

[Delaware Chancery Court Awards Expectation Damages](#)

[Delaware Supreme Court Reverses Injunction Order](#)

[Insider Trading Allegations Continue to Dog Phil Mickelson](#)

[Delaware Increases Corporate Formation Taxes](#)

[Revised HSR Thresholds 2015](#)

[Mass. Court Denies Motion for Certification of Defendant Class](#)

[SEC Issues No Action Letter Exempting M&A Brokers from Broker-Dealer Registration](#)

[Supreme Court Expands Pool of Claimants in Whistleblower Case](#)

[Are Higher Insurance Coverage Costs the Result of an Increase in M&A Litigation?](#)

[Anti-Retaliation Provision of Whistleblower Statute Does Not Apply Extraterritorially](#)

[Does a Reverse Triangular Merger Constitute an Assignment by Operation of Law?](#)

[A Solution for Smaller Companies?, Boston Business Journal](#)

[Hiring a Professional Stockholder Representative](#)

[Enhanced Whistleblower Provisions Under Dodd-Frank Act](#)

[Planning for a Liquidity Event](#)

[Helping Smaller Public Companies Navigate the NASDAQ Delisting Process](#)

[Fiduciary Duties of Directors to Creditors](#)