Peter N. Barnes-Brown

In Memoriam

With a shared vision that a differently structured law firm committed to excellence and client service could provide a unique value proposition, Peter and Chip Morse co-founded the firm in 1993.

Peter focused on emerging technology companies, life science companies, and companies from other countries starting business in the US. He advised clients in industries including biotech, elearning and educational IT, healthcare IT, medical devices, cloud, software, venture capital, consulting, education, and nonprofit and family business, and counseled clients on corporate, finance, securities, technology, M&A, and international law. He advised businesses through all stages of development — from startup through seed and angel rounds and venture capital financings; during operation as mature businesses, including acquisitions, joint ventures and strategic alliances; and to liquidity through sale and IPO. Having worked in-house as international counsel for an NYSE-listed company, he understood how critical it is for a legal advisor to cost-effectively help businesses bring revenue to the bottom line without unacceptable risk.

Peter's work with emerging technology companies and with healthcare IT, medical device, and biotech companies in angel and venture capital financings and mergers and acquisitions encompassed advising founders, CEOs and investors on the full range of business-legal issues encountered by such companies – choice of business entity, capital structure, corporate governance, equity and executive compensation, distribution and license agreements, joint ventures, strategic alliances, and intellectual property protection. He also guided companies in expanding their presence in international markets, including advice regarding foreign sales and distribution of products, overseas manufacturing and sourcing, strategic alliances and joint ventures, and acquiring and selling businesses.

Peter worked with companies from, or with significant operations in, more than 40 countries.

Education

University of Pennsylvania Law School, J.D.

Harvard Law School (third-year courses)

Brown University, B.A.

Admissions

Massachusetts Bar

United States District Courts for the Southern and Eastern Districts of New York

Languages Spoken

Limited Spanish and Mandarin

Recognition

RATED BY
Super Lawyers
Peter N. Barnes-Brown
SuperLawyers.com

Prior to co-founding Morse, Peter was international counsel for Cullinet Software and practiced corporate, securities and technology law with Goodwin Procter in Boston and with Olwine, Connelly, Chase, O'Donnell & Weyher in New York City.

MA Super Lawyers
2006 – 2015, 2017 – 2019

Who's Who in America

Who's Who in American Law

Representative Matters

- European worldwide medical device maker, top-3 in its field: Represented German parent company in starting US operations and for over 25 years as US outside general counsel, including multiple multi-million dollar device development and supply relationships.
- Provider of proprietary jet engine maintenance and fuel conservation solutions: For over 15 years advisor to board and CEO through court-ordered restart and debt reduction program and outside general counsel through continued growth.
- Prominent Boston teaching hospital: Drafting and negotiating sponsored research agreements and related licenses.
- Developer of leading predictive modeling software for health insurers: Special counsel to co-founder widow of co-founder in sale of company.
- Leading provider of smoking cessation solutions: Advised co-founders in spinoff and incorporation and served as de facto outside general counsel of company through successive financing rounds and sale.
- Provider of novel vision restoration technology based on brain retraining: Advised founder in reincorporation of company from Germany to US and through financing rounds.
- Entrepreneur who founded two incentive compensation software companies: Advised founder through incorporation, financings and sale.
- Two leading providers of software and services solutions to automate the regulatory business processes of life sciences companies: Acted as trusted advisor to serial entrepreneur and founder of both companies, and acting as de facto outside general counsel.
- Leading developer of photoluminescent biomarkers: Special licensing counsel for development of company's forms of distribution agreements and for negotiation of numerous contracts with large pharmaceutical companies.
- Leading Norwegian provider of services and technology for cryopreservation and storage of fish milt: Represented Norwegian parent company in starting US operations and acting as de facto US outside general counsel.
- Leading Norwegian provider of online K-12 learning management system: Represented Norwegian parent company in starting US operations and acting as de facto US outside general counsel.
- 30-plus other companies from Norway, Spain, Italy, France, China, Brazil, Venezuela, Argentina: Represented foreign parent company in starting US operations and acted as de facto US outside general counsel.
- Developer of novel imaging solution for surgical suite: Advised founders in incorporation of business through multiple financing rounds and through sale of company to large medical device company.
- Nonprofit college year abroad organization in US Southern Europe: Acting for over 10 years as de facto outside general counsel.
- Spanish developer and vendor of DNA-based blood analysis technologies: Acted as de facto US outside general counsel and trusted advisor to CEO of parent company and management of

US subsidiary.

- Venture capital fund in NYC: Represented fund in several investments.
- Religious nonprofits: Have represented organizers in incorporating and obtaining nonprofit status.
- Early leader in corporate educational content management environments: Represented Italian parent company in starting US operations and acted as de facto US outside general counsel.
- Leading provider of Internet intelligence technology for performance management, competitive analysis and network situational awareness: Act as trusted advisor to management and Board and de facto outside general counsel.
- Leading provider of reading technology to educational systems: Acted as de facto outside general counsel.
- Leading provider of cloud-based operational risk and compliance management solutions: Advised founders in management-led buyout of company, incorporation and through multiple financing rounds, and acting as de facto outside general counsel.
- Developer of proprietary home automation systems: Advised founders in incorporation and capitalization of business through sale of company.
- Venture capital fund based in Middle East and Northern Europe: Represented fund in investment in US portfolio company.

Affiliations

American Bar Association

Boston Bar Association

Massachusetts Bar Association

Past Member New York City and New York Bar Associations (1979-2012)

Past Member Georgia Bar Association (1978-2012)

Co-Chair of MassBio Entrepreneur's University (2015 – 2020)

Former Chair (2010 – 2012) and Executive Committee member (2010 – 2014) of LawExchange International, an alliance of law firms from countries representing approximately 80% of world GDP.

A founding director and secretary of the New England – Latin America Business Council, Inc.

A founding director and secretary of the Massachusetts Tech Corps, Inc.

Massachusetts Software Council, Co-chair of Legal Issues Series, 2001 – 2002

Speaking Engagements

Moderator, *Cross-Atlantic Collaborations: Strategies & Tactics*, CIC

Panelist, *US Start-Up and Partnering Considerations: Legal & Investment Perspectives*, Massachusetts Biotechnology Council

Moderator, *Resources for Regional Entrepreneurs*, MassMEDIC's 11th Annual MedTech Investors

Conference

Publications

With General Solicitation Now Permitted, Has New Day Dawned for Private Placements? Yes, but Beware of Traps for the Unwary!

Venture Capital Financings of Technology Companies, *Chapter 3 of Internet Law and Practice, Thompson/Reuters West, 2008 and 2013*

Licensing Intellectual Property From and To Distressed Companies

Coming to America: The Top Legal Concerns of Foreign-Based Companies Entering the US Market