

Take Extra Steps Out of Drafting Private Equity Documents

LIVEDGAR's Precedent Authority is the premier resource for researching and drafting the documents commonly associated with private equity.

SITUATION: You have been asked by your client, a pharmaceutical company, to draft an equity purchase agreement. Specifically, you need to find precedent language related to transfer restrictions that need to be included in the agreement.

SOLUTION: From LIVEDGAR's Precedent Authority you will be able to conduct granular research on all aspects of your project, from equity purchase agreements for a pharmaceutical company to the specific language related to transfer restrictions.

Precedent Authority is the only industry resource that lets you combine full-text search capabilities and fielded data so you can drill down into the specifics of any key document.

In addition, because Precedent Authority focuses on the specific titles, clauses and language associated with a document, it does not matter why the document was filed. LIVEDGAR searches across all form types to return all applicable results regardless of where the document was attached. This means you are assured of having access to the most complete collection of precedents in the industry.

STEP 1

In the Practice Area drop down menu, select Private Equity. Once the Document Type menu appears, expand it and check the box next to Equity Purchase Agreements.

Selecting Private Equity and Equity Purchase Agreements customizes your research and directs LIVEDGAR to retrieve only those documents that meet your specified criteria.

STEP 2

In the View Results section, select the Hits in Context radio button.

When Hits in Context is selected, LIVEDGAR displays excerpts from the most recent hits that match the criteria you enter.

STEP 3

In the Search for Documents By section, type the word *transfer* in the Clause Title box.

The screenshot shows the LIVEDGAR Precedent Authority search interface. It is divided into several sections:

- Navigation:** Document Search | Clause Search | Defined Terms Search
- Practice Area:** Private Equity (selected)
- Document Types:**
 - Debt Purchase Agreements
 - Equity Purchase Agreements
 - Exchange Agent Agreements
 - Investment Agreements
 - Placement Agreements & Memorandums
 - Private Shelf Agreements
 - Registration Rights
 - Subscriptions
- View Results:**
 - Hits in Context (10 Results)
 - Abbreviated Listing (30 Results)
- Search for Documents By:**
 - Document Title: [] (e.g. Exchange, Merge*, Purchase)
 - Clause Title: transfer (e.g. Severability, Tax Consequences, Amend*)
 - Defined Terms: [] (e.g. Consideration, Exchange Ratio, Fair Market Value*)
 - Governing Law: []
 - Law Firm: []
- Additional Search Criteria:**
 - Company Name: []
 - Ticker: []
 - CIK Number: [] (Company Lookup)
 - State/Country of Inc.: [] (Expand/Collapse)
 - State/Country of HQ: [] (Expand/Collapse)

STEP 4

Expand the Additional Search Criteria menu. Use the drop down menu in the SIC Code box and select “Pharmaceutical Preparations (2834)” and then click the Submit button.

By narrowly defining your search terms, you will be assured of returning results that apply directly to your situation. In this case, you will be able to view any equity purchase agreement that contains a transfer clause in the pharmaceutical industry.

STEP 5

On the Search Results page, click on View in the header of the desired document to review the entire section pertaining to “transfer” provisions in an “equity purchase agreement.”

In the document header, you can also choose to print, e-mail or save that section of the document.

STEP 6

View, print, e-mail or save any document from results or take advantage of other powerful LIVEDGAR features, such as Save Search and Alerts.

- **Save Search** – Click on Save Search and LIVEDGAR will prompt you to name your search and then it will automatically save it to the Searches area of MY LIVEDGAR where it can be reused at any time.
- **Alerts** – Click on Add as Alert to receive immediate notification via e-mail every time new information related to your search is added to LIVEDGAR.

STEP 7

Check the boxes next to the document header of those items you are most interested in reviewing and then click the Worklist link to add these items to your Worklist.

Clicking the Worklist link adds only the sections of the document you need to your Worklist allowing them to be stored for review at a later time.

Document Title: (e.g. Exchange, Merge, Purchase)
Clause Title: transfer (e.g. Severability, Tax Consequences, Amend*)
Defined Terms: (e.g. Consideration, Exchange Ratio, Fair Market)
 Use Fuzzy Search Logic
Governing Law:
Law Firm:
Financial Search Criteria (Current Market Cap, Revenue, Net Income, S&P 500)
Additional Search Criteria (Company Name, Ticker, CIK, State, SIC, Filing Date, Period Date)
Company Name:
Ticker:
CIK Number: Company Lookup
State/Country of Inc. Expand/Collapse
State/Country of HQ Expand/Collapse
SIC Code: Pharmaceutical Preparations (2834) [4]
SIC(2): SIC(3):
Filing Period:
Filing Date: to mm/dd/yyyy

Precedent Authority Search Results
Save Search | Add as Alert
More Information
Rate Schedule
Precedent Authority Search Criteria
Clause Title: transfer
Document Types: All Private Equity
SIC Code: 2834
Next 10 | Display All | Modify Search | Hits In Context | Abbreviated Listing | Worklist | TDR | Printable Version
 Select/Unselect all
[5] 1) CALLISTO PHARMACEUTICALS INC.
Exhibit 10.1 SECURITIES PURCHASE AGREEMENT Filed 01/17/07
View | Email | Print | Save | Review Setting | Add to Worklist
View All Hits | Filing Values | Filed under the The Securities Exchange Act of 1934
otherwise provided herein.
The Company acknowledges and agrees that each Purchaser does not make or has not made any representations or warranties with respect to the transactions contemplated hereby other than those specifically set forth in this Section 3.2.
ARTICLE IV OTHER AGREEMENTS OF THE PARTIES
4.1 **Transfer** Restrictions.
(a) The Securities may only be disposed of in compliance with state and federal securities laws. In connection with any transfer of Securities other than pursuant to an effective registration statement or Rule 144, to the Company or to an affiliate of a Purchaser or in connection with a pledge as contemplated in Section 4.1(b), the Company may require the transferor thereof to provide to the Company an opinion of counsel selected by the transferor and reasonably acceptable to the Company, the form and substance of which opinion shall be reasonably satisfactory to the Company, to the effect that such transfer does not require registration of such transferred Securities under the Securities Act. As a condition of
[5] 2) FERMAVIR PHARMACEUTICALS INC.
Exhibit 10.1 SECURITIES PURCHASE AGREEMENT Filed 01/16/07
View | Email | Print | Save | Review Setting | Add to Worklist
View All Hits | Filing Values | Filed under the The Securities Exchange Act of 1934
such information confidential. The Company shall not publicly disclose the name of any Investor, or include the name of any Investor in any filing with the Commission or any regulatory agency or trading market, without the prior written consent of such Investor, except (i) as required by the federal securities laws and in connection with the registration statement contemplated by this Agreement and (ii) to the extent such disclosure is required by law or trading market regulations.
4.2 Restrictions on **Transfer**.
(a) Each Investor hereby agrees, severally and not jointly, that, except in accordance with a registration statement filed pursuant to Section 5.2 of this Agreement, it will not dispose of any of such Investor's Securities (other than pursuant to Rule 144 promulgated under the Securities Act ("Rule 144") or pursuant to a registration statement filed with the SEC pursuant to

Precedent Authority Search Results
Save Search | Add as Alert
More Information
Rate Schedule
Precedent Authority Search Criteria
Clause Title: transfer
Document Types: All Private Equity
SIC Code: 2834
Next 10 | Display All | Modify Search | Hits In Context | Abbreviated Listing | [6] Worklist | TDR | Printable Version
 Select/Unselect all
[7]