

# Fisher Broyles

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**Practice Areas:** Commercial Transactions; Corporate Governance; General Corporate; International; Mergers & Acquisitions; Securities & Private Equity

**Bar Admissions:** New York

**Education:** Harvard Law School, *LL.M.*, 1992; Leiden University, *Master of Civil Law*, 1991; Leiden University, *Master of Tax Law*, 1991

**Experience:** Baker McKenzie; Hughes Hubbard & Reed LLP; Houthoff; Neogene Therapeutics, Inc., General Counsel

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Jan Joosten is a partner in the New York office specializing in corporate transactions, including mergers and acquisitions (including private equity transactions), capital markets transactions and joint ventures, often with cross-border aspects. A native of the Netherlands, Mr. Joosten has extensive experience in representing Dutch and other European companies that do business in the United States in a broad range of matters.

Mr. Joosten has lectured extensively on topics such as legal pitfalls for foreign companies doing business in the U.S., mergers and acquisitions in the U.S. by Dutch companies and U.S. securities law. He is the co-author of "U.S. Securities Regulation -- a Guidebook for International Companies" and "Legal Aspects of Doing Business in the United States for Dutch Companies."

Mr. Joosten is a member of the Board of Directors and the immediate past Chairman of the Netherland-America Foundation, Inc., the President of Leiden University Fund (U.S.A.), Inc. and a member of the Board of Directors of the Foundation for the Dutch outside of the Netherlands.

## Representative Transactions

### Mergers & Acquisitions

- Representation of Hotmart Technology B.V., the Brazil- and Netherlands-based on-line education company, in connection with its acquisition of Teachable, Inc., the educational technology company.

- Representation of Van Herk Beheer B.V., one of the largest European biotech investors, in several transactions, including the sale of Ablynx N.V., the Belgian biotech company, to Sanofi.
- Representation of Dioscorides Global Holdings LLC, a private equity firm focused on medical cannabis and adjacent technologies, in connection with several investments and its restructuring.
- Representation of a Netherlands-based real estate investor in connection with the sale of its U.S. activities.
- Representation of a Hong Kong-based toy company in connection with a complicated restructuring involving entities in the U.S., Hong Kong, the Netherlands and various off-shore jurisdictions, followed by an investment by a new Netherlands-based minority investor.
- Representation of Cross Ventures B.V. in several investment rounds in Exponential Biotherapies, Inc., a biotech company.
- Representation of a Netherlands-based medical robotics company in connection with a proposed investment by Mount Sinai, a Series A Round and a potential “Delaware flip” transaction.
- Representation of a Netherlands-based high-tech company in connection with a proposed investment by Blackstone.
- Representation of Apiqe Holdings, LLC, a start-up beverage company, in connection with several investment rounds.
- Representation of T-Cell Factory B.V., a Dutch biotechnology company, in its sale to Kite Pharma Inc. Through this acquisition, Kite Pharma gained access to T-Cell Factory’s TCR-GENERator technology platform, which rapidly and systematically discovers, characterizes and selects tumor-specific T-cell receptors of therapeutic value.
- Representation of ITmobile B.V., a Dutch fleet telematics company, on its sale to Fleet Complete Inc., a Toronto-based provider of fleet telematics and mobile workforce technology.
- Representation of Clinquest Group B.V., a contract research company, in connection with its sale of Clinquest, Inc. (US) and Clinquest Services B.V. the Netherlands) in its sale to Accelovance, Inc.
- Representation of Bioceros Holding B.V., a Netherlands-based biopharma R&D company, in connection with its sale to EPIRUS Biopharmaceuticals.
- Representation of ITT Corporation in its acquisition of Wolverine Automotive Holdings Inc., the parent company of Wolverine Advanced Materials LLC, a global market leader in technologies for automotive braking systems and sealing solutions across a range of industries.
- Representation of ITT Corporation in its acquisitions of Hartzell Aerospace LLC, a leading manufacturer of highly engineered and customized solutions for aerospace environmental control systems.
- Representation of Van Merksteijn International B.V. in connection with the sale by its subsidiary, Van Merksteijn USA, LLC, of substantially all of its assets to Keystone Consolidated Industries, Inc.
- Representation of the Special Committee of the Board of Directors of Chindex International, Inc. in a going private acquisition by Shanghai Fosun Pharma, TPG and the CEO of Chindex. The original merger agreement price was topped by a financial bidder during the “go-shop” period, resulting in a rebid and accepted total transaction value which was 23% higher than the TPG group’s original price.

### Corporate Finance

- Representation of a Dutch investor in connection with his investment in Uber Technologies, Inc.
- Representation of Van Herk Beheer B.V. with respect to its obligations under U.S. securities laws.
- Representation of Talpa Holding N.V. with respect to its obligations under U.S. securities laws.
- Representation of Pharming Group N.V. in its \$17 million debt financing agreement with Oxford Finance and Silicon Valley Bank.
- Representation of Credit Suisse AG as secured creditor, DIP lender and Section 363 purchaser in the billion dollar restructuring of an international shipping conglomerate, In re Excel Maritime.
- Representation of Cooperatieve Rabobank Rotterdam U.A. in connection with the U.S. legal aspects of a facility agreement with Inashco B.V. and certain of its affiliates.
- Representation of Cooperatieve Rabobank 's-Hertogenbosch e.o. U.A. in connection with the U.S. aspects of a facility agreement with BWISE Beheer B.V. and its affiliates.
- Representation of Stage Entertainment B.V. in connection with the U.S. aspects of a Euro 75 million term and revolving facilities agreement provided by ABN AMRO Bank and ING Bank.
- Representation of Cooperatieve Rabobank Graafschap-Zuid U.A. in connection with a guarantee provided by SABA North America, LLC.
- Representation of Dutch biotech company Pharming Group N.V. in connection with its Euro 12 million private placement of ordinary shares. The proceeds of the offering were used for activities associated with the registration of Pharming's drug "Rhucin" in the E.U. and the U.S. as a pharmaceutical product to treat acute attacks of hereditary angioedema and other purposes.
- Representation of ABN AMRO N.V. with respect to the U.S. legal aspects of its €90 million credit facility to Dutch television company Eyeworks Holding B.V.

### Joint Ventures & Other Matters

- Representation of Michel Peek Beheer B.V. in connection with the sale of a majority stake in Zon Exploitatie Nederland Holding B.V., a Dutch solar energy company, to Nebras Power Investment Management B.V., the Dutch subsidiary of Qatar-based investment company Nebras Power Q.S.C., and the related formation of a joint venture.
- Representation of a Netherlands-based financial services company in connection with the restructuring of the holding company structure for its U.S. subsidiaries.
- Representation of Booking.com B.V. in connection with various U.S. and non-U.S. regulatory issues as well as various corporate issues.
- Representation of SuitSupply B.V. in connection with various corporate and other issues.
- Representation of HFM Beheer B.V. in connection with various contractual arrangements relating to its provision of services to hotel chain citizenM.
- Representation of CDEM Minerals Group B.V. in connection with its joint venture with EPIC Minerals LLC.
- Representation of OctoPlus N.V. in connection with the negotiation of an exclusive license and product acquisition agreement with its co-development partner Biolex Therapeutics, Inc.
- Representation of numerous Dutch and other European companies in connection with the start-up of their U.S. operations, including the negotiation of employment agreements, distribution agreements, agency agreements, license agreements, master services agreements, purchase

agreements, sales agreements, supply agreements, leases, terms and conditions, and related agreements, as well as the development of tax and immigration strategies.

### Presentations & Teaching Experience

- Lecturer, Leiden University Law School, U.S. Securities Law, 2014-present
- Lecturer, Stichting Beroepsopleiding Bedrijfsjuristen (Professional Education Institute for Dutch In-House Lawyers), "International Contracting," Utrecht, the Netherlands, 2010-present
- Lecturer, OSR Post-Graduate Legal Training Seminars, "U.S. Contract Law," Utrecht, the Netherlands, 2009-present
- Lecturer, Netherlands Delegation to Select USA Investment Summit, "Legal Aspects of Doing Business in the U.S.: Poodles, Microwaves and Hot Coffee," 2016-present
- Lecturer, Nederlands Genootschap van Bedrijfsjuristen (Netherlands Association of In-House Lawyers), "Biden, Von der Leyen en Xi: Geopolitics & Trade for the In-House Lawyer," January 2021
- Lecturer, "Hot in Healthcare, How to Take a Life Sciences Company to a Successful Exit," November 2018
- Lecturer, Nederlands Genootschap van Bedrijfsjuristen (Netherlands Association of In-House Lawyers), "The Long Arm of the American Legal System: Sanctions, Export Controls and Anti-Bribery Rules," January 2015

### Publications

- Co-author, "U.S. Securities Regulation - A Guidebook for International Companies," Globe Law & Business
- Co-author, "Legal Aspects of Doing Business in the United States for Dutch Companies," Netherlands Ministry of Economic Affairs
- Co-author, "Products Liability in the United States - Issues for Dutch Companies," Netherlands Ministry of Economic Affairs
- Co-author, "Piercing the Corporate Veil in the United States: New York Taxicabs and Other Scary Adventures"
- Co-author, "Acquisitions in the U.S.: 10 Pitfalls for Dutch Companies" (in Dutch)
- Co-author, "Sued in the U.S.: Discovery" (in Dutch)