




# Gianfranco A. Pietrafesa

Partner

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Business Counseling / Mergers & Acquisitions

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## Overview

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Gianfranco (Franco) is a business lawyer representing clients from start-ups to established companies in a wide range of corporate and commercial matters. With a focus on entrepreneurs and small to middle-market companies that are closely-held or family-owned, Franco advises on all aspects of a business's operations, including mergers and acquisitions, venture capital/private equity, business formation, restructurings and reorganizations, corporate governance, and business succession.

Having been a member of the select committee that drafted the New Jersey Revised Uniform Limited Liability Company Act, clients look to Franco as an authority on New Jersey's LLC laws. At the time, the New Jersey State Bar Association awarded him the Distinguished Legislative Service Award in recognition of his work leading to New Jersey's enactment of the statute. Franco has written an [amicus curiae brief](#) on behalf of the New Jersey State Bar Association on a case pending in the Appellate Division of the New Jersey Superior Court concerning aspects of the New Jersey Revised Uniform Limited Liability Company Act.

When advising on M&A or financing transactions, clients rely on Franco to navigate the complex legal issues and assist them in making the right strategic decisions during an important time for their business. Knowing no two M&A deals are alike, Franco structures transactions, including asset purchases and stock purchases, joint ventures and other alliances, to meet his clients' goals, keeping in mind the tax consequences associated with each transaction. He has represented clients in the sale of all or a portion of their business to private equity firms, and is experienced in the unique issues involved in dealing with such firms.

Franco enjoys the people and problem-solving aspects of his practice, focused on reaching his clients' objectives in the most practical manner possible. Easy to work with, he is hands-on, very responsive, and knows how to get

things done. He provides his clients the information they need to clearly understand all options for moving forward and, with his help, to choose the best one based on their particular needs.

A trusted advisor, Franco serves as outside general counsel to businesses, advising them on day-to-day legal issues. Clients appreciate Franco's thorough understanding of, and his ability to navigate, the complex laws that affect their companies. In this capacity, he prepares, reviews and negotiates a wide variety of contracts, including shareholder, buy-sell, partnership, and LLC operating agreements; licensing, manufacturing, supply, and distribution agreements; employment, consulting, and independent contractor agreements; restrictive covenants; and real estate lease agreements. Franco has a unique perspective when negotiating contracts and transactions, stemming from his experience as a litigator and trial attorney earlier in his career, which comes in handy when advising businesses and their owners.

Franco is a frequent speaker for professional, business, industry and trade organizations on topics such as LLCs, mergers and acquisitions, buy-sell agreements, contract drafting, and legal ethics. In recognition of his work in providing continuing legal education to his fellow attorneys, Franco received the prestigious 2020 Alfred C. Clapp Award for Excellence in Legal Education from the New Jersey Institute for Continuing Legal Education, the educational arm of the New Jersey State Bar Association. He has also taught the M&A transactional skills course at Seton Hall University School of Law and the law of business organizations at Fairleigh Dickinson University. A prolific writer, Franco has written book chapters and numerous articles on LLCs, litigation, and legal ethics that have appeared in such legal periodicals as the New Jersey Law Journal, New Jersey Lawyer Magazine, ABA's Trial Practice Journal, and DRI's Trials and Tribulations.

## Representative Experience

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- Represented manufacturer in \$27M sale of business to a buyer funded by private equity with the transaction structured as an asset purchase, with rollover equity and earnout payments based on EBITDA.
- Represented manufacturer in \$8.5M sale of business structured as an equity purchase after the restructuring of the corporation to an LLC.
- Represented distributor in \$24M sale of business to a buyer funded by private equity with the transaction structured as a stock purchase, with rollover equity.
- Represents private equity firm acquiring and investing in small businesses in the food and beverage sector.
- Represented one of two snack food companies being consolidated into one parent holding company with two operating subsidiaries, including restructuring of promissory notes and subsequent equity financing of parent holding company.
- Represented founder in formation of business, with preparation of shareholders agreement, employment agreements, and confidentiality, invention assignment and restrictive covenants agreements.



- Represented surviving member of LLC in dispute with estate of deceased member under circumstances where company's operating agreement did not adequately include buy-sell provisions triggered by death.

## Professional and Community Involvement

- New Jersey State Bar Association - Business Law Section, Director (2002-present); Chairman (2010-2012); Secretary (2008-2010)
- Hudson-Bergen Inn of Transactional Counsel, Vice President (2016-present); Trustee (2009-present)
- Commerce and Industry Association of New Jersey, Member, Board of Directors (2022-present); Member, Family-Owned Business Forum (2017-present); Member, Manufacturing Forum (2014-present)
- American Bar Association - Business Law Section (1990-present)
- Member, Editorial Board, *New Jersey Lawyer Magazine* (1996-2010)
- District XII Fee Arbitration Committee - Union County, Chair (2003-2005); Vice Chair (2002-2003); Member (2001-2002)
- Member, District XII Ethics Committee - Union County (1996-2000)
- Former Pro Bono General Counsel, St. Anthony Education Foundation (Hawthorne, NJ)
- Former Pro Bono General Counsel, Hawthorne Education Foundation (Hawthorne, NJ)
- Former Pro Bono General Counsel, Hawthorne Soccer Association (Hawthorne, NJ)
- Former Member and Vice President, Hawthorne Board of Education
- Former Member, Board of Trustees, Louis Bay 2nd Library, Hawthorne

## Select Articles

- [“Awaiting Case Law, Amendments a Decade Into NJ-RULLCA,”](#) *New Jersey Lawyer* (April 2024)
- [“An Update on the NY LLC Transparency Act,”](#) *Archer & Greiner Client Advisory* (April 2024)
- [“Nothing Has Changed with the Corporate Transparency Act,”](#) *Archer & Greiner Client Advisory* (March 2024)
- [“Does your NJ LLC Have A Limited Duration?”](#) *Archer & Greiner Client Advisory* (March 2024)
- [“The NY LLC Transparency Act,”](#) *Archer & Greiner Client Advisory* (February 2024)
- [“Understanding Your Obligations Under the Corporate Transparency Act,”](#) *Commerce Magazine*, Commerce and Industry Association of New Jersey (January 2024)
- [“Understanding Your Obligations Under the Corporate Transparency Act,”](#) *Archer & Greiner Client Advisory* (December 2023)



- “NJ Guide to Conversions and Domestications of Corporations and LLCs,” *Business Law Today*, the American Bar Association Business Law Section (November 2023)
- “Recent Updates to the Delaware General Corporation Law,” *Archer & Greiner Client Advisory* (October 2022)
- “Delaware Now Allows a Corporation to Protect its Officers from Personal Liability,” *Archer & Greiner Client Advisory* (August 2022)
- “Trusts as Members of NJ LLCs,” *Business Law Section Newsletter*, New Jersey State Bar Association (May 2018)
- “Death and the NJ LLC,” *Business Law Section Newsletter*, New Jersey State Bar Association (November 2017)
- “Non-Waivable Provisions under NJ-RULLCA,” *Business Law Section Newsletter*, New Jersey State Bar Association (July 2017)
- “NJ-RULLCA Provisions Requiring Unanimous Consent,” *Business Law Section Newsletter*, New Jersey State Bar Association (April 2017)
- “Avoiding Legal Malpractice in LLC Formations,” *New Jersey Lawyer Magazine* (June 2016)

## Select Speaking Engagements and Seminars

- “LLCs from A to Z,” New Jersey Institute of Continuing Legal Education (June 2024)
- “A Refresher on the New Jersey Revised Uniform Limited Liability Company Act,” Hudson-Bergen Inn of Transactional Counsel (May 2024)
- “A Fresh Look at Contract Boilerplate,” Hudson-Bergen Inn of Transactional Counsel (April 2024)
- “NDAs and LOIs in M&A and Leasing Transactions,” Hudson-Bergen Inn of Transactional Counsel (March 2024)
- “An Introduction to NJ-RULLCA,” New Jersey General Equity and Civil Division Education Conference (June 2023)
- “What’s New with LLCs,” New Jersey State Bar Association Annual Meeting (2017-2019, 2023-2024)
- “New Jersey M&A Conference,” New Jersey Institute of Continuing Legal Education (2018-2022)
- “NJ LLC Law: Ten Things You Should Know,” New Jersey Judicial College (November 2020)
- “Starting a New Business – Practical Tax and Corporate Considerations,” Bergen County Bar Association (January and February 2020)
- “NJ Business Law Symposium,” New Jersey Institute of Continuing Legal Education (2006-2010, 2014-2019)
- “Ethics for Transactional Attorneys,” New Jersey Institute of Continuing Legal Education (2006-2018)



- “M&A for IT Companies,” ITServe Synergy Conference (October 2018)

## Credentials

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### Education

- Seton Hall University, JD
- Fairleigh Dickinson University, BS, *summa cum laude*

### Bar Admissions

- New Jersey
- New York
- U.S. Court of Appeals for the Third Circuit
- U.S. District Court for the District of New Jersey
- U.S. District Court for the Southern District of New York
- U.S. Supreme Court
- U.S. Tax Court

### Offices

- Hackensack, NJ
- New York, NY

## Areas of Focus

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### Practice

- Business Counseling
- Mergers & Acquisitions

### Industries

- Manufacturing

