



Jeffrey H. Nicholas

Partner

jnicholas@foxrothschild.com



Warrington, PA

Tel: 215.918.3639

Fax: 215.345.7507



Princeton, NJ

Jeff is a seasoned corporate lawyer and skilled negotiator who centers his practice on mergers and acquisitions, corporate finance and general business and corporate matters. He guides clients throughout the corporate life cycle – from startup to organic and inorganic growth and financing through acquisition.

He is adept at sizing up all aspects of a complex transaction and crafting innovative solutions to protect his clients from legal risk and get the deal done.

Jeff is also a Managing Director and a co-founder of Delaware Crossing Investor Group, an angel investor network, and an active member of the Greater Philadelphia Alliance for Capital and Technologies. He understands what investors want to know and provides legal guidance to growing businesses to achieve an optimum market position.

As a former outside general counsel for a NYSE-listed company, Jeff is well-versed in corporate governance and provides legal counsel to companies on disclosures and risk assessment. He frequently serves clients in the capacity of outside general counsel, guiding and managing responses to a wide variety of legal issues.

Many of Jeff's deals include significant international components, and he is experienced in navigating the regulatory and financing complexities that arise in a multinational transaction.

Services

- Corporate
- Mergers & Acquisitions
- Public Companies
- Private Equity
- Emerging Companies & Venture Capital
- Executive Compensation
- Pharma & Biotech
- Life Sciences

Before Fox Rothschild

Jeff practiced law for five years in New York City. In law school, he was Editor-in-Chief of the *Northwestern Journal of International Law and Business*. Before law school, Jeff was a reporter in New York City for *Advertising Age*.

In college, Jeff majored in religion, ran a used book store, edited the poetry journal, winter camped for a month in an Outward Bound program in the White Mountains of New Hampshire, and hitchhiked across the United States to work in California for the summer.

Beyond Fox Rothschild

Jeff serves on the Board of the Bucks County Herald Foundation, which publishes a weekly community newspaper, and on the Board and Executive Committee of Heritage Conservancy, a conservation and preservation nonprofit.

An active member of the Greater Philadelphia Alliance for Capital and Technologies (PACT), Jeff previously served as vice chair of the organization's Venture Summit, IMPACT.

Bar Admissions

- Pennsylvania
- New Jersey
- New York

Court Admissions

- U.S. District Court, Eastern District of Pennsylvania
- U.S. District Court, District of New Jersey
- U.S. District Court, Southern District of New York
- U.S. District Court, Eastern District of New York

Education

- Northwestern University School of Law (J.D., 1981)
- Williams College (B.A., 1977)

Memberships

- American Bar Association
- Pennsylvania Bar Association
- Bucks County Bar Association
- Vice Chair of the IMPACT 2013 Venture Summit

Board of Directors

- Bucks County Herald Foundation
- Heritage Conservancy

Fox Rothschild Leadership Positions

- Founder and Chair (2001-2014), Public Companies Practice Group
- Co-Founder and Chair (2001-2014), Emerging Companies Practice Group
- Chair, Corporate Department (2014-2019)
- Office Managing Partner (2002-2005 and 2015-2020)

Honors & Awards

- **Selected to the *Chambers USA* list of ranked attorneys for Corporate/M&A and Private Equity - Pennsylvania (2017-2025)**

This award is conferred by Chambers & Partners. A description of the selection methodology is [available here](#). No aspect of this advertisement has been approved by the Supreme Court of New Jersey.

- **Selected to “AV Preeminent” list of rated attorneys**
This award is conferred by Martindale-Hubbell. A description of the selection methodology is [available here](#). No aspect of this advertisement has been approved by the Supreme Court of New Jersey.
- **Recipient of the Pennsylvania Biotechnology Center Entrepreneur Champion Award (2015)**

Experience

Jeff's experience spans a wide range of industries, including Pharma, Biotech, MedTech, Health Care, Alternative Energy and Semiconductors Services.*

- Represented **Quantum Global Technologies, LLC**, a global leader in cleaning and recoating services for the semiconductor industry in its \$342 million sale to Ultra Clean Holdings Inc., a NASDAQ company. Transaction spanned three continents, with subsidiaries in Korea, Taiwan, Singapore, PRC, Israel and the UK. Previously represented QGT in its initial purchase of a controlling interest in Cinos Co., Ltd, a Korean entity, in 2014, and in certain follow-on investments and restructuring of the investments. He also represented QGT in the purchase of the Metron Chamber Performance Services unit of Applied Materials Inc. (NASDAQ: AMAT), in the establishment and restructuring of a Singapore joint venture, in numerous acquisition transactions, and in a preferred stock financing with Air Products and Chemicals, Inc (NYSE: APD). [Read More](#)
- Represented **ReliefBand Technologies LLC**, the maker of an FDA-approved watch-like device that treats motion sickness and nausea, in its recapitalization by way of an assignment for the benefit of creditors and subsequently in a series of capital raises totaling \$18 million, including the offering of a new class of senior preferred equity. [Read More](#)
- Represented **NewIV Medical Corp.** in a complex restructuring followed by a capital raise and asset purchase. The innovative structure – which entailed an asset purchase agreement with the senior secured creditor and the formation of a Delaware statutory trust – created value for the creditors and stockholders while ensuring that new investors were protected.
- Represented **Kable Media Services, Inc.** and **Kable Product Services, Inc.** in \$20 million management-led purchase of the stock of certain subsidiaries of AMREP Corp. (NYSE: AXR). Transaction involved complex state and federal tax issues and solvency-related questions arising from the target entities' negative working capital positions.
- Represented **OrthogenRx, Inc.**, an early-stage medical device company that received the first-ever FDA approval for a generic medical device, in a series of financing transactions. The capital was raised to finance pursuit of FDA approval and for commercial launch of the product. Also negotiated an exclusive license and supply agreement with a Japanese manufacturer of the product.
- Led merger agreement negotiations as general counsel for **Met-Pro Corporation** (NYSE: MPR), a publicly traded global leader in fluid handling and pollution control equipment, culminating in its \$210 million sale to CECO Environmental Corp. (NASDAQ: CECE) for cash and stock. Represented MPR in numerous acquisition transactions. Served as a member of the Board of Directors for 3 years.
- Represented **Harry Wils & Co, Inc.** a leading New York City Metropolitan area food distribution business, in its \$20 million sale to Chef's Warehouse, LLC, then a private equity-backed food distribution business.
- Represented **AIL Research, Inc.** in the sale of dehumidification technology – including patents, know-how, equipment and other intellectual property rights – to Munters Europe, AB, a leader in the dehumidification and air-conditioning industries.
- Represented **Roska Direct Marketing Inc.** in its purchase of a life science-focused direct marketing firm.
- Represented **Topaz Pharmaceuticals Inc.** in the sale of \$20 million of Series A Convertible Preferred Stock financing with investment from Fidelity BioSciences Fund II, LP and Aisling Capital II, LP.

* Results may vary depending on your particular facts and legal circumstances.