

Gerald "Jerry" Janoff

Los Angeles, California
Senior Counsel

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Areas of Practice & Industry Specialties

Corporate Law; Tax, Benefits and Estate Planning; Mergers and Acquisitions; Sports Industry Law

Jerry Janoff's practice involves advising clients on tax, corporate, and structuring aspects of:

- Mergers, acquisitions, and dispositions
- Significant business financings, including complex tax and accounting advantaged structured financings, acquisition financings, leasing transactions, and credit facilities
- International and cross-border transactions
- Public and private offerings of various types of debt and equity securities, including contingent, convertible, and hybrid securities
- Partnerships, LLCs, and joint ventures
- Real estate transactions
- Debt modifications and restructurings
- Private equity transactions
- Financial instruments
- Entertainment, media, and licensing transactions
- Start-up and business formation planning

Prior to joining the firm, Mr. Janoff was US tax counsel at KPMG and KPMG Law in Vancouver, Canada, where he specialized in advising Canadian companies and their U.S. affiliates with respect to all aspects of US taxation. Prior to KPMG, Mr. Janoff was senior counsel at Liner LLP in Los Angeles and was associated with Jones Day's New York office for 10 years.

Representative Matters

- Represented Turbo Wholesale Tires, a national and international tire supplier of proprietary and third party brands, in its strategic investment by Kingswood Capital Management, LP
- Represented Endeavour Capital and the other equity holders of Johnny Was in the sale of Johnny Was to Oxford Industries
- Represented 360 Sweater LLC, a ready-to-wear women's apparel business, in its sale to an equity fund
- Represented Inspire Fitness, a leader in state-of-the-art fitness equipment, in its sale to HighPost Capital
- Represented JOCKO FUEL, an energy drink and supplement company co-founded by ex-Navy Seal Team Leader and podcaster, Jocko Wilnick, in its investment by Goode Partners
- Represented VEP Healthcare Inc. in Its Merger with US Acute Care Solutions
- Represented Xponential Fitness in its acquisition of Rumble and Pure Barre, LLC.
- Represented Bocchi Laboratories in its sale to Bright International LLC

- Represented Gas Transmission Systems, Inc. in its sale to Kleinfelder
- Represented Majority Owner in the Sale of Able Freight Services to Equity Group Investments
- Represented Green Fiber International in Its Sale to Indorama Ventures
- Represented Southwest Elevator in its majority recapitalization by Align Capital Partners
- Represented sellers in the sale of Roger CPA Review to strategic buyer
- Represented YS Garments, Inc. in its investment by Blue Point Capital Partners
- Represented Rails International in its investment by SK Holdings
- Represented Hot 8 Yoga in its investment by BBRC Worldwide
- Represented Heritage Commerce Corp in the merger of its wholly-owned bank subsidiary Heritage Bank of Commerce with Tri-Valley Bank
- Represented OP Bancorp, the bank holding company for Open Bank, in its initial public offering of common stock and its listing on the Nasdaq Stock Market
- Represented Ceilings Plus in its sale to USG Corporation
- Represented Ju-Ju-Be in its investment by Bregal Partners

Publications

- Buchalter Client Alert COVID-19: Opportunities in an Economy Shattered by Covid-19, *Buchalter Client Alert*, April 23, 2020
- Tax Credits to Offset Congress' Newly-Mandated Paid Leave, *Buchalter Client Alert*, March 20, 2020
- The 20 Percent Solution, *The Los Angeles Lawyer*, July 24, 2019

Presentations

- Speaker, "Choice of Entity, the Qualified Business Income Deduction, and the 2017 Tax Cuts and Jobs Act," L.A. Area Chamber of Commerce, March 30, 2018
- Speaker, "Tax Information Reporting For Credit Unions," September 12, 2017

Education

Mr. Janoff earned his LL.M. in Taxation from New York University in 1997. He earned his J.D., *magna cum laude*, from Tulane University Law School in 1996. While attending Tulane Law School, Mr. Janoff was Managing Editor of, and published three articles in, the *Tulane Law Review*, and was a member of *Order of the Coif*. He earned his B.A. in Political Science from the University of California, San Diego in 1993.

Bar Admissions

- California
- New York