



Jonathan B. Vessey

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Services

Private Equity

Mergers & Acquisitions

Corporate Governance

Private Investment Fund
Services

Finance & Securities

Investment Management

Jonathan represents clients in private equity investments, mergers and acquisitions, joint ventures and corporate governance.

Jonathan has extensive experience representing private equity firms, family offices, venture capital firms and privately held industry leaders. In his private equity practice, he represents private equity sponsors and their portfolio companies in mergers, acquisitions, dispositions and governance, and negotiates side letters for fund investors. He combines keen insight into structuring transactions with a deep knowledge of mergers and acquisitions and securities laws to help his clients close transactions effectively and efficiently.

Jonathan also has access to an extensive network in the representations and warranties insurance policy industry, which he uses to assist financial and strategic buyers through obtaining and negotiating such policies for their acquisition transactions. In 2020, he negotiated and bound in excess of 20 such policies for transactional clients. In addition to closing multiple private equity and venture capital transactions each year, he has represented family offices and pension funds in investing billions of dollars as limited partners of investment funds. He also advises clients in complex structured investment transactions, joint ventures, entity formation and purchase of non-standard securitizable assets.

Prior to practicing law in Minnesota, Jonathan spent more than a decade at a prominent firm in New York. He previously served as a Peace Corps volunteer in Chad. Thereafter, he lived in Benin and Morocco and managed the Clinton Foundation HIV/AIDS Initiative's programs in 13 countries in West and Central Africa.

Experience

- Represented private equity firm in acquisition of a web development software company.
- Represented a private equity fund in the establishment of a joint venture to purchase and finance the origination of Property-Assessed Clean Energy (PACE) bonds and complete the nation's first securitization of PACE bonds.
- Represented private equity firm, together with co-investor private equity fund, in acquisition of a controlling stake in a leading provider of employee benefits communication and enrollment services.

- Represented private equity firm in connection with the acquisition of one of the largest privately owned professional employer organizations (PEO) in the United States.
- Represented private equity portfolio PEO company in its acquisitions of a Minneapolis-based PEO and a Florida-based PEO.
- Represented private equity sponsor in its disposition of a national lender to franchisees in the quick service restaurant industry to publicly-traded bank holding company.
- Represented a leading publisher of children's books and digital reading products and services, in the sale of its digital publishing division to a leading technology private equity investment firm.
- Represented strategic investor, a leading provider of corporate governance solutions to the global financial community, in connection with the acquisition of a data and analytics firm developing software solutions relating to executive compensation.
- Represented private equity portfolio company in the acquisition of a developer of cloud-based benefits enrollment software tools.
- Represented publicly-traded international seaborne energy transportation services company in connection with the multiple acquisitions of entities that own crude oil tankers.
- Represented private equity portfolio company that is a leading online marketplace for buying and selling real estate in multiple acquisitions, joint ventures, sourcing agreements and follow-on co-investments
- Represented private equity firm in the formation of a new joint venture and related purchase by that joint venture of a bank-owned life insurance distribution and servicing unit.
- Represented private equity firm in the establishment of a joint venture to invest in and develop new luxury retail properties in Las Vegas.
- Represented a real estate investment fund in connection with multiple joint ventures relating to a real estate development projects.
- Represented multiple private equity portfolio companies in connection with their implementation of incentive equity plans, employee equity investments and employment agreements.
- Represented private equity portfolio company that is a provider of structured financing solutions to middle-market companies and real estate investors in the merger with a provider of alternative capital and related creation of client's venture finance division.
- Represented private equity sponsors, hedge funds and strategic investors with respect to a variety of structured investments and fund formation, including:
 - Institutional limited partners in their investments in private equity funds, hedge funds and co-investments in a wide variety of industries.
 - Formation of a private REIT fund focused on originating mortgage loans.

- Multiple clients in purchase arrangements concerning property assessed clean energy (PACE) bonds covering residential and commercial projects and subsequent PACE bond securitizations.
- A special situations investment fund in connection with establishment of a financing arrangement with an asset-based digital lender and the related acquisition of warrants.
- Private equity firm in connection with a minority investment in a holding company that owns and operates a network of private schools.
- Maker and marketer of grills, wood pellets, sauces, spices and grilling accessories in connection with the sale of a substantial minority interest to a private equity firm.
- Private equity firm in connection with founding of and start-up investment in a provider of structured financing solutions to middle-market companies and real estate investors, and subsequent capital raising rounds.
- Private equity sponsor in the establishment of, and start-up and follow-on investments in, a start-up companies in industries ranging from vehicle leasing to mezzanine lending.

Other Notable Experience

- Twice worked in-house at client internal legal offices on secondments, acting as transactional counsel to a client's private equity fund and as in-house counsel for a private equity client's newly-formed portfolio company, respectively.
- Member of corporate legal team that provided corporate support to prior firm's bankruptcy department in its representation of the unsecured creditors' committees of General Motors Corporation, Patriot Coal, City of Detroit, Chicago Tribune and Chrysler Corporation in their chapter 11 bankruptcy processes.

Credentials

Education

- New York University School of Law, J.D., 1999
- Harvard University, A.B., 1995, *magna cum laude*

Admissions

- Minnesota, 2016
- New York, 2000

Languages

- French

Recognition

- Global M&A Network's M&A Atlas Awards, Key Member of Legal Team that Won Deal of the Year Honors, 2015
- Global M&A Network's M&A Atlas Awards, Key Member of Legal Team that Won Financial Services Deal of the Year Honors, 2014

Civic & Professional

Professional Activities

- Minnesota State Bar Association
- New York State Bar Association
- Hennepin County Bar Association
- Alliance Française of Minneapolis/St Paul, Board of Directors, 2016-present; Legal Counsel, 2018-present; Chair of Nominating and Corporate Governance Committee, 2017-present
- Citta, Inc., Member of Board of Directors, 2011-2018
- Association of Corporate Growth Minnesota, Capital Connection Organizational Committee, 2018-present, and chair of event's Private Equity Committee, 2019-2020
- *New York University School of Law Journal of International Law and Politics*, Articles Editor, 1998-1999; Staff Member, 1997-1998

Community

- United States Peace Corps, Volunteer, Chad, Africa, 2003-2005

News

Firm News | 01.12.2022

Fredrikson & Byron Represents Altasciences in its Acquisition of Sinclair Research

Publications & Presentations

"Navigating Paycheck Protection Program Loans in M&A Deals," Lorman Webinar, April 2021

"M&A in 2021 – New Challenges and Opportunities Webinar," Association for Corporate Counsel (ACC) Minnesota Webinar, March 2021

"Trends and Developments in Private Funds Regulation: What You Must Know and Do," The Knowledge Group Webinar, October 2020