WINSTON & STRAWN LLP

Jason Osborn

Partner

New York
+1 212-294-6866

Jason focuses his practice on mergers and acquisitions, private equity, and SPAC transactions. He has extensive experience representing well-known financial firms in a variety of complex transactions and business development strategies.

Jason counsels clients on their business development strategies and regularly represents private equity funds, SPACS, founders and entrepreneurs and other public and private companies in complex transactions, including mergers and acquisitions, leveraged buyouts, going-private transactions, joint ventures, divestitures, private financings, recapitalizations, and restructurings. He also regularly advises clients on corporate governance, executive compensation, and general corporate matters. He is a member of the firm’s Videogame, Gaming and Esports Group dedicated to providing comprehensive legal solutions to companies in these industries. His experience spreads across a wide range of industries such as technology, health care, financial services, retail and consumer products, and manufacturing.

Key Matters

- Represented Tiger Infrastructure Partners, an innovative middle market growth infrastructure investor, in the acquisition of International Aerospace Coatings, a market-leading aviation services provider headquartered in Shannon, Ireland and Irvine, California.
- Represented Quantum FinTech Acquisition Corporation (NYSE: QFTA), a special purpose acquisition company, in its business combination with TradeStation, a fintech pioneer.
- Representing Dune Acquisition Corporation (Nasdaq: DUNE), a special purpose acquisition company, in connection with its definitive agreement for their business combination with TradeZero Holding Corp., which offers a next-generation trading platform targeting the global active trader community.
- Represented Fathom Digital Manufacturing Corporation, an industry leader in on-demand digital manufacturing services, J.P. Morgan Securities LLC, and Stifel as joint placement agents and capital markets advisors in an announced business combination with Altimar Acquisition Corp. II (NYSE: ATMR), a special purpose acquisition company sponsored by an affiliate of HPS Investment Partners, LLC.
- Represented Velocity Acquisition Corp. (Nasdaq: VELO), a publicly-traded special purpose acquisition company, in its business combination agreement with BBQ Holding, LLC, a leading specialty e-commerce platform for higher-end BBQ grills, grilling accessories, and outdoor living products for both homeowners and professional builders.
- Represented Seven Oaks Acquisition Corp. (NASDAQ: SVOK, SVOKU, SVOKW), a publicly-traded special purpose acquisition company, in its announced definitive business combination agreement with Boxed, Inc., an e-commerce grocery shopping platform selling bulk consumables to households and businesses.
- Represented Benson Hill, Inc., a Missouri-based food technology company unlocking the natural genetic diversity of plants, in its announced business combination with Star Peak Corp II (NYSE: STPC), a SPAC.
- Represented R1 RCM Inc. (NASDAQ: RCM), a leading provider of technology-driven solutions that transform the patient experience and financial performance of healthcare providers, in its definitive agreement to acquire VisitPay, the leading digital payment solution provider.
- Representing Vistas Media Acquisition Company Inc. (NASDAQ: VMAC), a publicly-traded special purpose acquisition company, in its announced definitive merger agreement with Anghami, the leading music streaming platform and service in the Middle East and North Africa.
- Representing Holicity Inc. (NASDAQ: HOL), a special purpose acquisition company, in its announced business combination with Astra, a company with the mission of launching a new generation of space services to improve life on Earth.
- Representing FAST Acquisition Corp. (NYSE: FST), a special purpose acquisition company, in its announced business combination with Fertitta Entertainment, Inc., the parent company of Golden Nugget/Landry's, a leader in the gaming, restaurant, hospitality, and entertainment industry.
- Representing EMMAC Life Sciences Limited, Europe's largest independent cannabis company, in its proposed merger agreement with Andina Acquisition Corp. III.
- Represented Hudson Ferry Capital in the sale of ALCOM, a Maine-based manufacturer of open and enclosed aluminum trailers.
- Represented R1 RCM Inc. (NASDAQ: RCM) in the sale of its emergency medical services (EMS) business, including EMS Revenue Cycle Management and Electronic Patient Care Reporting, to Sarnova Holdings, Inc., a leading specialty distributor of healthcare products in the EMS and acute care markets and a subsidiary of Patricia Industries.
- Represented B. Riley Principal Merger Corp. in its merger agreement with Alta Equipment Holdings Inc., a leading provider of premium industrial and construction equipment and related services.
- Represented Diamond Eagle Acquisition Corp. in its business combination with DraftKings, a digital sports entertainment and gaming company known for its industry-leading daily fantasy sports and mobile sports betting platforms and SBTech, a global leader in omnichannel sports betting and gaming solutions.

- Represented Reverb Holdings, Inc., a privately held market place for new, used, and vintage music gear in its sale to Etsy, Inc., the global marketplace for unique and creative goods.
- Represented Boxwood Merger Corp. in its business combination with Atlas Technical Consultants, a leading provider of professional testing, inspection, engineering, and consulting services.
- Represented Platinum Eagle Acquisition Corp. in its merger agreement with Target Logistics Management, LLC and RL Signor Holdings, LLC.
- Represented GTY Technology Holdings, Inc. in the closing of its business combination with Bonfire Interactive Ltd., CityBase, Inc., eCivis, Inc., Open Counter Enterprises Inc., Questica Inc., and Sherpa Government Solutions LLC.
- Represented a newly formed portfolio company in its acquisition of three aviation companies.
- Represented a newly formed portfolio company in its acquisition of a Dallas-based provider of HVAC and plumbing services.
- Represented an Illinois-based manufacturer of recycled plastic lumber in its sale to a private equity firm.
- Represented a Chicago-based software company in its acquisition of an Indianapolis-based legal startup.

Recent Experience

Winston Represented Modern Aviation in its Acquisition of Puerto Rico FBO LLC

Global Hydrogen Energy Completes Business Combination with Dune Acquisition Corporation

Roadzen, Inc. Closes Business Combination with Vahanna Tech Edge Acquisition I Corp.

Quantum FinTech Acquisition Corp. Announces Business Combination with AtlasClear, Inc.

Vistas Media Acquisition Co. Inc. Closes Business Combination with Anghami Inc.

Aries I Acquisition Corp. Business Combination with InfiniteWorld

Seven Oaks Acquisition Corp. Business Combination with Boxed, Inc.

TradeStation Announces Business Combination with Quantum FinTech

TradeZero Announces Business Combination with Dune Acquisition Corp.

Velocity Acquisition Corp.'s Business Combination with BBQ Holding, LLC

Recognitions

- *Legal 500 US*, "key lawyer," Capital Markets: Equity Offerings (2023)
- *Legal 500 US*, M&A/Corporate and Commercial – M&A: Middle Market (2016–2017)
- *The M&A Advisor*, Emerging Leader (2016)
- *IFLR 1000*, Notable Practitioner - M&A (2020, 2022)
- *Global M&A Network*, 2020 Global SPAC M&A Deal (2021)

Activities

- Adjunct Professor, “Private Equity Funds and Transactions: Issues and Documentation,” University of Illinois College of Law
- Board Member, Changing Worlds
- Executive Board Member and Corresponding Secretary, Central Lake View Neighbors (2012-2015)

Credentials

EDUCATION

Jason received his B.A. from New York University and his J.D., *cum laude*, from the University of Michigan Law School.

ADMISSIONS

- Illinois
- New York

Related Insights & News

Media Commentary and Publications

- “SEC’s SPAC proposals may already be chilling the market,” *International Financing Review,* April 2022
- “SEC Proposes Sweeping New Regulations of SPAC Transactions,” Winston & Strawn Capital Markets & Securities Law Watch*,* April 2022
- “Delaware Court of Chancery Applies Entire Fairness to De-SPAC Transaction in First Major Decision Involving SPAC Litigation,” Winston & Strawn Capital Markets & Securities Law Watch*,* February 2022
- “Spotlight on SPACs: Taking Mid-Year Inventory,” *Mergermarket*, June 2021
- “As University Start-Ups Look to Go Public, Consider License Renegotiation and SPACs,” *Technology Transfer Tactics*, May 2021
- “McAfee, Ant Group on Tap to Go Public as IPO Market Awaits Presidential Election,” *Barron’s*, October 2020
- “SPACs Take 2020 by Storm and Change the IPO Game for the Long Haul,” *Buyouts,* September 2020
- “Repeat SPAC Sponsors Pile Into Crowded Market,” *The Deal,* August 2020
- Co-Author, “Oxbow: Alignment Is Key In Put Valuation Processes,” *Law360*, February 2019
- Co-Author, “Oxbow: A Study In The Cost Of Misalignments In Good Deals,” *Law360*, February 2019
- Co-Author, “Freedom Of Contract Is Fundamental To Delaware Law,” *Law360*, February 2019
- Co-Author, “Wayfair Muddies State, Local Tax Issues in M&A Transactions,” *Bloomberg Law*, January 2019
- Co-Author, “Defining ‘Knowledge’ in a Purchase Agreement,” *Law360,* May 2018
- Co-Author, “Representations & Warranties Breaches: Navigating the Road to Recovery,” SRR Journal, Fall 2015

Speaking Engagements

- Panelist, “State of the SPAC Market – Boom and Bust or Business As Usual?,” The International Restructuring Conference, November 15, 2022
- Panelist, “M&A Advice Wanted,” The SPAC Conference 2022, June 16, 2022
- Moderator, “SPACs: Will the Boom Fizzle in a More Challenging Environment?,” The 2022 Deal Economy: Predictions and Perspectives Conference, June 2, 2022
- Panelist, “SPACs: Current Market Trends,” Winston & Strawn Webinar, October 14, 2021
- Panelist, “How are SPACs Impacting the M&A Landscape?,” The 2021 Deal Economy: Predictions and Perspectives Conference, September 21, 2021
- Panelist, “SPAC M&A Advice,” DealFlow Annual SPAC Conference, June 23, 2021
- Panelist, “To SPAC or Not To SPAC: Is Investing In or Selling to a SPAC Right for You?,” Winston & Strawn Webinar, December 10, 2020
- Panelist, “Chicago Region SPAC Roundtable,” Deloitte Webinar, September 30, 2020
- Panelist, “Dealing with Financial Sponsors of Privately Held Companies,” Practising Law Institute’s Acquiring or Selling the Privately Held Company 2018 Seminar, June 6, 2018
- Panelist, “M&A Reps and Warranties Breach Claims: Strategies for Pursuing or Defending Recovery,” Strafford, April 14, 2016
- Moderator, Chicago M&A Conference, *Transaction Advisors*, March 3, 2016
- Panelist, “Legal Implications of New Technology and Discovery,” 2015 Chief Legal Officer Leadership Forum, September 30, 2015

SPONSORSHIP

Winston Sponsors and Partner Speaks at 2024 Infralogic Investors Forum

APRIL 18, 2024

SPONSORSHIP

Winston Supports the 51st Annual Securities Regulation Institute

JANUARY 22, 2024

RECOGNITIONS

Winston & Strawn Recognized in *The Legal 500 U.S.* 2023

JUNE 7, 2023

SPONSORSHIP

Winston & Strawn Sponsors The Deal Economy Conference 2023

JUNE 6, 2023

NEWS

2022 Pro Bono Impact Report

MAY 1, 2023

SPONSORSHIP
Winston & Strawn Hosts San Francisco Health Care Cocktail Reception
JANUARY 10, 2023

SEMINAR/CLE
Winston & Strawn and Grant Thornton's International Restructuring Conference
NOVEMBER 15, 2022

RECOGNITIONS
Winston & Strawn Recognized in IFLR1000 2022
AUGUST 25, 2022

SPEAKING ENGAGEMENT
The SPAC Conference 2022
JUNE 15-16, 2022

SPONSORSHIP
Winston & Strawn Sponsors The Deal Economy Conference 2022
JUNE 2, 2022

IN THE MEDIA
Winston & Strawn Partner Jason Osborn Quoted in *International Financing Review*
APRIL 8, 2022

BLOG
SEC Proposes Sweeping New Regulations of SPAC Transactions
APRIL 4, 2022

Capabilities

- Transactions
- Mergers & Acquisitions
- Private Equity
- Private Investment Funds
- Public Companies
- Financial Services
- Health Care
- Technology, Media & Telecommunications
- Retail & Luxury
- Artificial Intelligence (AI)