

# Catherine Rossouw

## PARTNER

New York

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Cathy Rossouw is a transactional private equity and corporate attorney and a partner in Chapman's Special Situations and Restructuring Group. Cathy's diverse practice covers traditional mergers and acquisitions and private equity transactions, as well as early-stage equity financings, lender equity kickers, secondary market transactions, and general corporate advice. Her approach to advising clients is practical, collaborative, and results oriented.

Cathy regularly represents hedge funds, private equity funds, alternative lenders, banks, and other financial institutions in complex equity transactions and portfolio company acquisitions and works closely with corporate clients and start up companies on everyday corporate matters, including commercial contracts, stockholder agreements, LLC operating agreements, equity incentive programs, and strategic investments.

In addition to private equity, M&A, and start-up equity transactions, Cathy collaborates with her colleagues in the Bankruptcy and Restructuring Group in connection with event driven and special situation investments, and with the Commercial Lending Group to advise both lenders and borrowers on the equity features of financing transactions, including warrants, co-investments, SAFE instruments, and convertible notes.

Cathy is also the firm's professional development partner and works closely with the talent development team and practice group leaders to formulate and deliver the firm's professional development program.

Prior to moving to New York, Cathy practiced law in Australia.

### Admitted

New York

Supreme Court of Victoria  
and High Court of Australia

### Education

Monash University,  
Melbourne, Australia, LL.B.,  
*summa cum laude*, 2003

Monash University,  
Melbourne, Australia, B.A.  
*summa cum laude*, 1999

### Practice Focus

Banking and Financial  
Services

Corporate Counseling

Distressed Investing

General Corporate

Joint Venture and Early-Stage  
Investing

Mergers and Acquisitions

Private Equity M&A

Private Funds: Investor  
Representation

Restructuring and Bankruptcy

Secondary Market  
Transactions

Senior Lending

Special Situation Lending

## Representative Matters

Special Situations and  
Restructuring

### Private Equity and Hedge Funds

- Represented Perceptive Advisors, a life sciences-focused hedge fund, in a \$20 million senior debt facility for a biotechnology company pioneering a new class of small-molecule drugs that selectively destroy disease-causing proteins via degradation
- Represented the major equity sponsor in connection with the sale of equity in the holding company of two “racinos” in Indiana
- Represented a Connecticut-based private equity fund in the restructuring of the debt, and eventual sale, of stock of a portfolio company
- Represented a commercial finance company based in Toronto in connection with a series of transactions to sell rail assets
- Represented a New York private equity sponsor in the purchase of a precision injection molding company with operations in the US, UK and China
- Represented a Connecticut-based private investment company in connection with early stage investments in several consumer-brand companies, including ongoing portfolio company representation
- Represented a private equity sponsor in the purchase of distressed bank loans and the related equity foreclosure action to become the owner of a Pennsylvania-based logistics company
- Represented a Canadian private equity sponsor in the purchase of a major equity interest in a US based gaming company
- Represented a New York hedge fund in connection with the sale of a Mexico-based manufacturing company
- Represented a Texas private equity firm in connection with a bid to purchase a chemical manufacturer in a Section 363 auction

### Lending

- Represented a New York-based alternative lender in connection with equity tag-along opportunities
- Represented a life sciences hedge fund in connection with purchasing warrants alongside a senior secured loan to a cancer treatment development company

- Represented a New York hedge fund in connection with purchasing warrants alongside a \$37.5 million senior secured term loan to a coal mining company
- Represented a North Carolina-based medical devices company in connection with the issuance of convertible notes
- Represented a life sciences company in connection with the structuring of a \$40 million loan, with an additional accordion facility of up to \$20 million and associated warrants, involving a European-headquartered investment firm

## Publications

### January 26, 2022

Puerto Rico Confirms a Plan of Adjustment under PROMESA

### January 18, 2022

In *Hertz*, the Delaware Bankruptcy Court Provides Guidance on Make-Whole Claims and Post-Petition Interest Payable in Solvent Debtor Cases

- Co-Author, "For Lenders – Navigating Main Street Loan Considerations," *Client Alert*. July 7, 2020
- Co-Author, "Convertible Preferred Stock: How Preferred Is It? (Part Two)," *The Hedge Fund Law Report*. January 9, 2014
- Co-Author, "Convertible Preferred Stock: How Preferred Is It? (Part One)," *The Hedge Fund Law Report*. December 19, 2013
- Co-Author, "From Lender to Shareholder: How to Make Your Equity Work Harder for You," *The Hedge Fund Law Report*. May 21, 2010

## Presentations

- Presenter: *Warrants 101*, May 2017
- Co-Presenter: *Representations and Warranties Insurance in Middle Market Private Equity Transactions: A Lender's Perspective*, April 2017

## Notable Engagements



### **Acquisition and Financing of Delaware Park Casino and Racetrack**

Chapman served as lead counsel to Clairvest Group Inc., Clairvest Equity Partners VI, and Rubico Gaming LLC in the acquisition and financing of the Delaware Park casino and racetrack in Wilmington, Delaware.



### **Acquisition of Health Care Leases and Loans**

December 2018

Chapman served as counsel to a commercial bank in its \$1.5 billion acquisition of a portfolio of health care equipment leases and loans involving 1,100 hospitals and 3,600 physician practices and diagnostic and imaging centers across the US. The transaction includes a five-year vendor finance program agreement.



### **Debt Facility for Biopharmaceutical Company**

April 2018

Chapman served as counsel to a health care and life sciences hedge fund in a \$10 million debt facility for a biopharmaceutical company. The debt facility will be used to repay an existing debt facility and support the company's build out of its manufacturing facility.



**Term Loan for a Molecular Diagnostics Company**

April 2018

Chapman served as counsel to a life sciences hedge fund in connection with a \$15 million term loan facility for a molecular diagnostics company. The term loan facility includes an initial \$15 million tranche and a second \$10 million tranche that is available at the company's option over the next year.