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Jeffrey Brenman

Partner

Jeffrey Brenman's practice focuses on business law clients, including entity choice, organization, structuring and governance matters, regulatory compliance, financing, and assisting with dispute resolution when necessary. He has served as an adjunct professor of law at Denver University's Sturm College of Law, teaching Securities Law and Regulation.

Jeff is focused on being practical in achieving outcome-driven results. He has counseled entities of all sizes, from single-owner start-up firms to large, publicly-traded companies. He has represented clients involved in initial and secondary public offerings, as well as complex mergers and acquisitions, including representation of a publicly held NASDAQ listed company in a \$100 million "going private" leveraged buyout.

Jeff served as securities counsel for many years to a private wealth management division of a trust bank that organized and capitalized a large number of funds, including "fund of funds" partnerships focused on hedge, arbitrage and private equity, as well as single-purpose funds in the technology, real estate development and energy (oil and gas and geothermal development) sectors. He has represented clients in a multitude of industries, including medical products (seasoned and developmental), manufacturing, oil and gas, computer hardware and software, communications, real estate, professional practices, architecture and construction.

Jeff has extensive experience with federal and state securities laws including both public and private company law and has represented clients (both businesses and individuals) in civil business dispute proceedings, including complex civil litigation, securities arbitration and SEC administrative proceedings.

Before pursuing a career in law, Jeff was a biologist and worked as a medical researcher and technician in various medical labs and the electron microscopy laboratory at The Children's Hospital, Denver, Colorado.

Practice Areas

- Equity, debt and "hybrid" finance transactions
- Mergers and acquisitions, including asset purchase and sale transactions
- Employment and contractor relationships
- Licensing
- Joint ventures and strategic partnerships
- Federal and state securities law
- Dispute resolution, including litigation, arbitration and mediation

Bar Admissions

- Denver Bar Association
- Colorado Bar Association

Education

- Juris Doctor, Denver University College of Law – 1984
 - Order of St. Ives

- Bachelor of Science, University of Colorado at Boulder, emphasis in Molecular, Cellular & Developmental Biology, with a Minor in Chemistry – 1975

Professional Affiliations

- Colorado Bar Association
- Denver Bar Association

Community Activities & Personal Interests

Jeff is active in his professional community as the firm representative of the Colorado Lawyers Committee. He also counsels several nonprofit dance organizations, including Tango Colorado, Inc., a local non-profit devoted to Argentine Tango. Jeff's outside interests include both visual and performing arts, music, ballroom dancing (with a passion for Argentine Tango), reading, travel, photography and outdoor activities including skiing, golfing, hiking, bicycling and motorcycling.

Representative Experience

Counseled private equity fund company in raising capital for real estate, energy (oil and gas and geothermal projects), equipment leasing, technology and hedged investments.

Counseled numerous small business entities, including corporations, partnerships and limited liability companies in general business and securities law matters.

Counseled publicly traded companies in diverse industries (including cogeneration, medical products, manufacturing, technology, computer hardware and software and retail sales sectors) on diverse matters, including general corporate, securities law (including Sarbanes-Oxley and Dodd-Frank compliance and governance requirements) and public reporting for both entity and officers and directors, as well as preparation, review and filing of registration statements and filings under the Securities Act of 1933 and The Securities Exchange Act of 1934.

Representative Matters

- Sale of the company by privately held maker of tape drive storage systems to a large, publicly-traded company, including negotiation of the stock purchase agreement, Hart Scott Rodino (HSR) filings, due diligence, proxy statement and preparation of "fairness hearing" materials under California law for a federal Section 3(a) (10) registration exemption.
- Sale of the company by a maker of water purification measurement equipment in the acquisition of all outstanding stock and options of the company by a large, publicly-traded company.
- Leveraged management buyout of a NASDAQ-listed public company through a registered tender offer by a private investment fund, including negotiation of the merger agreement, due diligence responses, Rule 13a-9 filings under Regulation M of the SEC's merger rules and preparation of solicitation materials and proxy statement.
- Private to public "reverse merger transactions" by which a private, operating company is acquired by a public company, thereby creating a publicly traded operating company.
- FINRA arbitrations, representing brokerage customers in claims for churning, breach of duty by registered representatives, failure to supervise and improper trading recommendations.
- SEC enforcement proceedings, including representation of both companies and individuals, involving alleged violations of federal securities laws.
- Contract disputes, including claims arising out-of-sale of business transactions, fraud, tortious interference with contract and other business torts.
- Start-up and venture-financed companies in a variety of industries.
- Counseled investors, including seed capital, "angel" and venture capital.
- Business reorganization transactions.
- Employment contract claims, including both employee claims and employer defense.

- Shareholder oppression and minority rights claims (including representation of both companies and shareholders).