



Michael S. Poster

Partner-in-Charge

**Advertising & Digital Media, Banking & Financial Services, Internet, Software & Technology,
Music & Entertainment**

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Profile

Michael Poster, the head of M&R's Corporate & Securities Department and the firm's Music Acquisitions & Financing Chair, represents clients in corporate and financing transactions, including mergers & acquisitions, joint ventures, venture capital investments, and debt and equity financings, with a focus on music industry deals. In fact, he is one of the few attorneys in the country with a deep knowledge of the music business, on the one hand, and extensive experience in sophisticated corporate, private equity, finance and M&A transactions, on the other. In addition to music-related deals, Michael represents a range of private and public companies, including private equity groups, hedge funds, institutional lenders, strategic buyers, entrepreneurs and individual investors, in corporate matters across a broad range of industries, such as agriculture, financial services, apparel, insurance, advertising, telecommunications, defense technology and equipment rental, among others.

With an approach to transactions that is both practical and business-focused, Michael is an extraordinarily effective strategic counselor and deal manager. In addition to his M&A and mid- and late-stage venture financing work, Michael handles executive employment agreements, merger proxies and other federal securities filings, and seeding and management of hedge funds and private equity funds. As referenced above, he also facilitates the purchase and sale of music companies and recording and publishing catalogs, as well as private equity acquisitions, venture capital investment, joint ventures and bank financing in the music space. Particularly versed in asset-based lending and the use of copyrights and other intellectual property as collateral in finance transactions, Michael's roster of clients includes financial institutions, record labels, music publishers, entertainment-focused investment firms, and technology companies.

Michael is a frequent commentator and writer on issues related to corporate finance, music and, more broadly, entertainment, having been quoted in *The Wall Street Journal*, *Crain's New York Business*, and *Billboard*. He also regularly participates as a panelist at industry conferences on corporate and entertainment law, including CMJ and Mondo.NYC (Michael served as CLE Chairman of these global business summits of music and tech industry insiders and innovators, emerging artists and their fans).

Associated Industries

Advertising & Digital Media, Banking & Financial Services, Internet, Software & Technology, Music & Entertainment

Associated Practices

Corporate & Securities, Intellectual Property

Representative Matters

Acquisition: Handled all aspects of the acquisition of a private defense technology and supply company on behalf of two private equity funds, including overseeing a spin-out of an ancillary business and advising on related debt and equity financing. Also negotiated, structured and drafted the acquisition agreements as well as numerous ancillary employment, licensing and related documents. Acquisition: Led the acquisition of an independent record label for a newly formed private equity fund. Handled the drafting and negotiation of the acquisition agreements as well as the drafting and negotiation of the

equity financing documents., Acquisition: Assisted in the acquisition of an aviation concern on behalf of a public company. Oversaw the drafting of the merger proxy and related public securities documents, including responses to SEC comments., Acquisition: Represented a leading music publisher in its acquisition of a music production company, and help to launch a separate entity on behalf of the publisher as a platform for its production music business., Acquisition: Represented the seller of a music label specializing in film scores and soundtracks in its acquisition by a leading independent recorded music company. The transaction, valued at nearly \$25 million, included a catalog of some of the most high-profile film music in history, as well as an imprint that releases new and re-issued albums by classic pop, jazz and country artists., Bank Financing: Represented multi-state financial institution in its participation in a \$700+ million syndicated senior loan facility with a leading independent music company., Corporate Reorganization and Equity Financing: Handled the consolidation and reorganization of multiple related partnerships, limited liability companies and corporations into one of the largest independent music companies in the world. Advised on the structuring of the transactions in coordination with tax counsel and the company's accountants. Also drafted an information statement to the investors in the related companies to obtain their consent and solicit additional investment in the consolidated entity. Finally, drafted the company's agreements with its senior management and advised on equity incentive arrangements following the consolidation., Executive Employment Agreement: Represented a C-level executive in the negotiation of her employment agreement with a rapidly growing, venture-backed Silicon Valley company. Also advised the executive during the acquisition of the company and negotiated her agreements with the acquirer., Fund Seeding: Represented an asset management group in connection with the seeding of newly formed private equity funds focused on asset-based lending, generic pharmaceuticals and investments in wind farm ground leases. Working closely with tax counsel, advised and counseled the client regarding the structure of each fund. Further, drafted the documents governing the investments by each fund, the management of the fund and the employment agreements with the principals., Joint Venture: Handled a \$35 million private equity investment into a joint venture for a transportation infrastructure company. Represented the equity investor throughout the transaction, including drafting and negotiating the operating agreement for the joint venture and overseeing the contribution of existing operating assets., Joint Venture: Represented music company in the formation of a cross-border joint venture, which brought together the management and administration of some of the most notable musical theater works in the world., Joint Venture: Represented an entertainment-focused bank in its joint venture and strategic alliance with a music touring-related SAAS company to develop a platform for financing music touring and live performances., Venture Investment: Advised the lead "angel" investor in Series A and B venture capital investments in an early stage biotechnology company. Reviewed and negotiated the principal investment documents, including preferential economic and control rights for the investor., and Venture Investment: Assisted in the representation of a major voice over IP Company in its Series B, C and D venture-backed financings, which were among the largest in the U.S. at the time. Helped to negotiate and draft principal agreements as well as the private placement memoranda.

Bar & Court Admissions

- State Bar of New York

Industry Associations Industries

- Association of Independent Music Publishers

Education

- New York University School of Law, J.D.
- University of Massachusetts, Amherst, B.A.

Award & Special Recognition

- Top Music Lawyer, *Billboard* (2018-2022)
- Power Lawyer, *The Hollywood Reporter* (2021)
- Northeast Trailblazer, *American Lawyer* (2021)
- Trailblazer, *New York Law Journal* (2020)
- Jack J. Katz Memorial Award for academic excellence in the field of entertainment law, New York University School of Law

Newsroom

Headlines - 03/28/2022 10:00am

Michael Poster Again Named a Top Music Lawyer by Billboard

Media Mentions - 11/01/2021 10:00am

What Podcasters Need To Know About Fair Use

Media Mentions - 10/01/2021 10:00am

Executive Turntable: Columbia Taps A&R SVP; Michelman & Robinson Ups Top Music Lawyer

Media Mentions - 09/30/2021 10:00am

Latest Music Industry Gigs: Songtradr, Utopia Music, Live Nation, UTA, More

Headlines - 05/03/2021 10:00am

M&R Partners Michael Poster and Mehmet Baysan named 2021 Northeast Trailblazers by the American Lawyer

Headlines - 04/05/2021 10:00am

Billboard Names Michael Poster a Top Music Lawyer

Headlines - 03/31/2021 10:00am

4 Key Insights From Billboard's "Music & Money" Panel With Michael Poster

Media Mentions - 02/17/2021 12:00am

It's a Growth Story: What's Behind UMG's Accelerated IPO Plans?

Media Mentions - 11/30/2020 12:00am

Pro Tips for Buyers and Sellers

Media Mentions - 10/22/2020 12:00am

Calvin Harris Sells Publishing Catalog to Vine Investment Firm for More Than \$90 Million

Media Mentions - 10/22/2020 12:00am

Calvin Harris Sells Publishing Catalog to Vine Investments for 'Around' \$100 Million

Headlines - 09/21/2020 12:00am

Michael Poster Designated as a New York Trailblazer

Media Mentions - 09/14/2020 12:00am

Vine Investment Firm Acquires Publishing Catalog of Songwriter Sean Douglas

Headlines - 07/27/2020 12:00am

Michael Poster Named a Top Music Lawyer by Billboard

Publications - 02/10/2020 10:00am

Negotiating and Drafting Morals Clauses: Lessons From Tavis Smiley