Proskauer



Contact

Ben D. Orlanski

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Ben Orlanski is a partner in the Corporate Department and is a member of the Mergers & Acquisitions Group and the Capital Markets Group. Ben focuses on major corporate transactions and strategically solving critical business challenges. He has significant experience in securities and public company representation; mergers and acquisitions; capital markets transactions; special committee, board of directors and general corporate representation; and corporate governance. His experience covers a wide range of industry sectors, including software-as-a-service, REITs, digital media, specialty manufacturing and consumer products.

Capital Formation and Securities

Ben has significant experience in managing, structuring and executing sophisticated securities and capital raising transactions. His approach reflects understanding of market operation, well-designed capital structure and the practical realities of the capital raising process. He represents public companies and investors in public offerings, registered direct transactions, self-tenders, warrant exchanges/flush transactions, recapitalizations, defensive strategies and secondary offerings. He also advises clients on corporate finance transactions for private businesses, ranging from venture capital and private placements to public offerings and debt restructurings.

Mergers and Acquisitions

Ben has completed scores of transactions representing buyers, sellers, investment bankers and financiers through all phases of the M&A process. He is actively involved in planning, structuring, negotiating and documenting strategic merger and acquisition transactions as well as dispositions of sophisticated enterprises.

General Counsel, Public Reporting and Strategic Advice

Ben acts as outside general counsel for numerous public and private companies, applying a business-like approach to produce practical legal solutions to both day-to-day and exceptional legal challenges. In representing his public clients, Ben has successfully guided the public reporting process for clients facing accounting and SEC challenges, proxy contests, cash flow issues, litigation, shareholder activism and strategic alternatives. He frequently advises on issues related to compliance with insider trading laws and major compliance challenges. He also represents boards of directors and special committees of public companies in special situations, including “interested” transactions, investigations, executive succession planning and sensitive corporate governance issues.

Practices

Corporate/Transactional, Capital Markets, Global Finance, Mergers & Acquisitions

Industries

Private Capital, Private Equity, Real Assets

Education

Swarthmore College, B.A.
University of California, Los Angeles, School of Law, J.D.

Admissions & Qualifications

California

Memberships

Former Executive Committee member of the Los Angeles County Bar Association Business & Corporations Law Section

Awards & Recognition

Best Lawyers in America: Securities/Capital Markets Law

M&A Advisor: Deal of the Year Award for Middle Market Cross Border Transactions 2018 (Team Lead)

Southern California Super Lawyer

Rising Star

California Super Lawyers

M&A Advisor: Deal of the Year Award for Middle Market Transactions 2007

The Best Lawyers in America 2023-2027

The Legal 500 United States: M&A Corporate & Commercial: Private Equity Buyouts 2024-2025

The Legal 500 United States: M&A Corporate & Commercial: Private Equity Buyouts: M&A Middle Market (Up to $500M) 2025