

Sheppard Mullin Advised Ladenburg Thalmann & Co., Fluent Inc. and AiM Medical Robotics and Others in Recent Deals

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Sheppard Mullin's Corporate practice has closed several transactions recently:

Public Offerings

- Represented **Ladenburg Thalmann & Co.**, as sole book-running manager, in connection with Fractyl Health, Inc.'s \$23 million public offering of common stock and warrants. Fractyl Health (NASDAQ: GUTS) is a metabolic therapeutics company focused on developing root-cause treatments for obesity and type 2 diabetes. The deal team included partners Richard Friedman and Stephen Cohen and associate Michael Blane. Invaluable assistance was provided by partner Allison Glasunow on intellectual property matters and partner Dominick DiSabatino and associate Justine Lei on FDA matters. The firm also advised **Ladenburg Thalmann & Co.**, as book-running manager, in connection with Calidi Biotherapeutics, Inc.'s \$6.9 million public offering of common stock units, prefunded warrant units and warrants, which includes the full exercise of the underwriter's over-allotment option. Calidi Biotherapeutics (NYSE American: CLDI) is a clinical-stage immunoncology company pioneering the development of targeted therapies with the potential to deliver genetic medicines to distal sites of disease. The deal team included partners Richard Friedman and Stephen Cohen and associate Emily Mastoloni.
- Advised **F. Lafferty & Co., Inc.**, as sole underwriter, in connection with OFA Group, Inc.'s initial public offering of ordinary shares for total gross proceeds of \$15 million. OFA Group (NASDAQ: OFAL), through its wholly owned operating subsidiary, Office for Fine Architecture Limited, provides comprehensive architectural services, including design and fit out services for commercial and residential buildings. OFA Group intends to use the net proceeds from the offering for R&D of their architectural artificial intelligence services and tools, expand its workforce and for general working capital and daily operational needs. The deal team included partners Richard Friedman and Stephen Cohen, special counsel Sean Reid and Yuanmei Lu and associates Nazia Khan and Michael Blane.
- Represented **Sidus Space, Inc.** (NASDAQ:SIDU), an innovative, agile space and defense technology company, in its \$9.8 million public offering of common stock. Sidus Space provides satellite manufacturing and technology integration, AI-driven space-based data solutions, mission planning and management operations, AI/ML products and services, and space and defense hardware manufacturing. The deal team included partner Jeff Fessler and special counsel Sean Reid.
- Represented **ThinkEquity LLC**, as the sole book-running manager, in connection with Venu Holding Corporation's \$34.5 million public offering of common stock, which includes the full exercise of the underwriter's over-allotment option. Venu Holding Corporation (NYSE American: VENU) is a premier hospitality and live music venue developer dedicated to building luxury, experience-driven entertainment destinations. The company's campuses in Colorado Springs, Colorado, and Gainesville, Georgia, each feature

Bourbon Brothers Smokehouse and Tavern, The Hall at Bourbon Brothers, and unique to Colorado Springs, the more than 9,000-seat Ford Amphitheater and Roth's Sea and Steak. The deal team included partners Richard Friedman and Stephen Cohen and associate Michael Blane.

- Advised **Thumzup Media Corporation** (Thumzup) with its \$50 million public offering of common stock. Thumzup is pioneering a new era of digital marketing and financial innovation. The company operates a proprietary platform that empowers users to earn cash for sharing branded content on social media, seamlessly managed through a programmatic advertiser dashboard. The deal team included partner Richard Friedman and associates Nazia Khan, Emily Mastoloni and Michael Blane.
- Represented **Westpark Capital Inc.**, as underwriter, in connection with Picard Medical, Inc.'s \$17 million initial public offering of common stock. Picard Medical is the parent company of SynCardia Systems LLC (SynCardia), the Tucson, Arizona-based leader in total artificial heart technology for patients with end-stage heart failure. SynCardia develops, manufactures and commercializes the SynCardia Total Artificial Heart, an implantable system that assumes the full functions of a failing or failed human heart. The deal team included partner Richard Friedman, special counsel Sean Reid and associate Emily Mastoloni.

Private Placements

- Advised **bioAffinity Technologies, Inc.** (bioAffinity) with a private placement and warrant inducement transaction for approximately \$1.2 million in gross proceeds. bioAffinity addresses the need for noninvasive diagnosis of early-stage cancer and other diseases of the lung and broad-spectrum cancer treatments. The company's first product, CyPath® Lung, is a noninvasive test that has shown high sensitivity, specificity and accuracy for the detection of early-stage lung cancer. The deal team included partner Richard Friedman, special counsel Sean Reid and associates Emily Mastoloni and Michael Blane.
- Represented **Fluent, Inc.**, a digital marketing company specializing in commerce media solutions for advertisers and publishers, in its \$10.3 million private placement of common stock and warrants. Fluent's commerce media solutions help brands, advertisers and partners connect with high-intent audiences across industries and touchpoints, leveraging exclusive ad inventory, robust first-party data, privacy-first infrastructure and proprietary machine learning. The deal team included Corporate practice group co-leader John Tishler and associates Nazia Khan and Molly Tomer.

Financings

- Advised **AiM Medical Robotics** (AiM) with its \$8.2 million Series A financing. AiM is a privately held medical device company based in Worcester, Massachusetts, focused on developing advanced, MRI-compatible robotics for neurosurgery. AiM's compact, portable surgical robots facilitate intelligent intraoperative planning and real-time soft tissue imaging with a \$4.3 billion market addressing challenges related to the efficient, accurate and safe intracranial placement of neuromodulation, ablation and drug delivery devices. The deal team included partner Richard Friedman and associates Mark Kahn, Autum Schmidt, Maximilian Fuery, Nazia Khan and Emily Mastoloni. Invaluable assistance was provided by partner Dmitriy Chelnitsky and associate Lauren Watson.

Attorneys

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Practice Areas

Corporate

Industries

Life Sciences