

## David I. Karabell

Partner



### contact

28 Liberty Street  
New York, New York 10005  
D / 212-238-8852  
[karabell@clm.com](mailto:karabell@clm.com)

Clients appreciate the strategic insight, knowledge, and cordial personality I bring to their matters. I am available to them around the clock. I will be on the phone at 1 or 2 a.m. talking to people on the other side of the world if required for a transaction. When given a business problem, I can usually overlay it with a legal component and solve it quickly.

With decades of extensive experience advising businesses, noted corporate attorney David Karabell counsels clients in mergers and acquisitions, private equity matters and general corporate issues, including financings, licensing, joint venture, manufacturing, supply and employment agreements. His clients operate in several industries, including healthcare, genomics and manufacturing. David finds the purchase and sale of businesses and other transactions fascinating. "You can script the positions of each side in negotiating a deal, but you cannot script the human personalities involved," he says.

In the M&A aspect of his practice, David handles acquisitions and sales of different kinds of businesses by merger, purchase of equity and purchase of assets and recapitalizations including negotiation and completion of shared facility and other related agreements for supply, operations and employee matters. Keeping current with the market conditions, he shares with clients the calculus involved in the back-and-forth maneuvering of negotiations and the current market landscape. His assessment of bargaining power depends not only on the market, but also on the unique facts of each transaction and the personalities of the client and the other parties.

David also counsels clients in preferred and common stock investments in various entities and represents companies and their owners in their stockholders' and members' agreements, by-laws and operating agreements, registration agreements, and equity and secured and unsecured debt financings.

As an advisor to families with businesses and significant resources, David collaborates with the firm's trust and estate attorneys to help clients with their limited liability companies and other entities. He helps clients sort out the interrelationship of family members to create company-formation documents that provide a legal framework for those interrelationships. Whether he is counseling large corporations or families, an essential part of David's role is his ability to amicably negotiate documents that reconcile different and sometimes conflicting views and personalities.

As a young lawyer, David served as a general counsel for a real estate development company. This experience informed his practice and cemented his commitment to working at the convergence of business and law. He has cultivated a professional network over the years. Consequently, if a client matter falls outside of his area, he does not hesitate to draw on the knowledge and resources of others both inside and outside the firm to help resolve their issue.

## Experience

- Represented a healthcare business in its acquisitions including, recently its acquisition under a New York law contract of a foreign company that, among other things, distributed products of the acquirer, including spinning off an unrelated business of the acquired company.
- Represented a genetic analysis business in its license of technology, its arrangements for genetic sequencing equipment, its arrangements for software to assemble genetic information and separate data that is personal and protected under HIPPA and other data protection laws and in its acquisition of add-on businesses and locations.
- Advised many clients in negotiating letters to engage investment bankers and related non-disclosure agreements, including currently two clients in a construction related business and a food business proposing to sell their businesses.
- Represented a client with a wide range of investments transferring those investments to an entity to implement an estate plan.

## Outside the Office

As an amateur U.S. and New York historian and architecture buff, I volunteer as a tour guide in Central Park for the Central Park Conservancy. I have lectured for Central Park volunteers on contents of my tours and have lectured on the famous 19th Century American lawyer and diarist, George Templeton Strong at the University Club. I serve on the audit committee of that Club and previously was a member of its Finance Committee. I have for many years donated my time as a member of the Advisory Board of the Liberal Arts College at Temple University where I had a split undergraduate major in English and Speech & Drama. Since 1982, I have been a director and officer of Friends of the Upper East Side Historic Districts, a preservation group. I have given tours and lectured for that group and have led architectural tours of midtown New York for my former law firm. For more than 20 years, I served as a member of the board of directors of a New York City cooperative corporation and was for four of those years President of that corporation.

## Practices

Corporate  
Mergers and Acquisitions  
Cross-Border

## Admissions

Bar Admissions  
New York

## **Affiliations**

Member, New York State and American Bar Associations  
Advisory Board, Temple University College of Liberal Arts  
Director and Counsel, Friends of the Upper East Side Historic Districts  
Member, Central Park Conservancy Tour Guide

## **Education**

New York University School of Law (LLB, 1967)  
Temple University (BA, 1961)

## **Awards/Honors**

AV® Preeminent™ rated by Martindale-Hubbell®