



Harvey Jay Cohen

Partner

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Harvey is Chair of Dinsmore's International Business Practice Group.

While Harvey was born and raised in the U.S., he has always had a passion and curiosity for lands and cultures outside of his native country. He is a long-standing, accomplished corporate attorney uniquely focused on helping clients win by practically, pro-actively and efficiently assisting with their domestic and foreign transactions. With several decades of studies and dealings abroad, Harvey applies his global experience to address cross-border strategies and complex issues in tandem with client product or service needs, specific industry situations, as well as "must haves" and "must avoids" before crafting any solution or agreement.

His practice extends beyond transactions however. In addition to routinely leading U.S. and foreign M&A and other corporate and tech projects, he and his team daily advise clients on Foreign Corrupt Practices Act (FCPA), Export Control, and Denied Parties and Sanctions (OFAC) issues, as well as handling licensing, distribution, sales, sourcing and compensation agreements. In recent years, Harvey and Dinsmore have devoted significant resources to cross border bank regulatory and lending matters. Throughout his long career, Harvey also routinely counsels clients on SAAS and complex tech licensing, software development, Cloud/ASP agreements, Data Privacy, hosting, business-to-business issues, outsourcing and all high-tech agreements generally.

Harvey is known for asking the hard, practical questions up front that cause ill-conceived deals to die early or that assist clients to forge alliances that are more likely to succeed and endure. His clients benefit from his extensive experience handling cross-border mergers and acquisitions, and with Dinsmore having more than 250 foreign clients, Harvey tailors his strategy to meet the unique needs of each client. Among his most noteworthy transactions, he handled joint ventures with a German logistics provider and a German consumer products company and both a Chinese alternative energy producer and lubricant oils producer, as well as assisting with a \$150 million cross-border acquisition transaction. Throughout his career, Harvey has represented a number of significant clients, including Procter & Gamble, Standard Register, Fifth Third Bank, other Banks and like enterprises, Omnicare, First Data, Shaw Flooring, Carrs Plc, Private Equity and Venture Capital Funds and their targets and Toyota in deals totaling over billions of dollars. His international business transactions have included joint ventures, mergers and acquisitions of foreign subsidiaries and entities in the U.S., Europe, China, Mexico, Canada, Australia, New Zealand, India and Latin America.

Harvey is also the past chair of the Closely Held and Growing Business Enterprises Committee of the International Bar Association (IBA), the Ohio State Bar Association's representative to the IBA's governing Council and Bar Issues Commission, an elected member of the IBA Legal Practice Division Council and its Strategic Planning Committee, appointed to the IBA Constitution and Governance Committee, a member of the IBA Professional Ethics Committee Advisory Board, a member of the IBA Closely Held Committee Advisory Board, and a member of the IBA Law Firm Management Committee Advisory Board. He frequently lectures in the U.S. and abroad on high technology, domestic and international joint ventures, mergers and acquisitions, and other transactions for international organizations and business groups.

Services

- International Business
- International Trade and Regulatory Compliance
- Mergers & Acquisitions
- Corporate & Transactional
- Private Equity
- Capital Markets
- Private Placements
- Franchise & Distribution
- Banking & Financial Services
- Executive Compensation
- Beer, Wine & Spirits Industry

Education

- University of Cincinnati College of Law (J.D., 1987)
 - Order of the Coif
- Columbia University (M.A., 1986)
 - International Affairs
- University of Yaounde, Cameroon (Masters Studies, 1983)
 - Rotary International Fellowship
- Georgetown University (A.B., *cum laude*, 1982)
- University of Sussex School of African and Asian Studies, Brighton, England (Undergraduate Studies, 1980)
 - African and Asian Studies

Bar Admissions

- Ohio

Affiliations/Memberships

- European-American Chamber of Commerce, past president
- International Bar Association senior positions
 - Closely Held and Growing Business Enterprises Committee, past chair
 - IBA Council and Bar Issues Commission, member
 - Legal Practice Division Council, elected member
 - Constitution and Governance Committee, member
 - Closely Held Committee Advisory Board, member
 - Law Firm Management Committee, past Advisory Board member
 - Professional Ethics Committee, Advisory Board member
 - Corporate Mergers and Acquisitions and Technology committees, member
- University of Cincinnati College of Law LLM and prior Institute for the Global Practice of Law, Advisory Board member
- ALFA®International, International Law Practice Group, former co-chair
- Leadership Cincinnati, Class XXXIII
- Cedar Village Retirement Community Foundation, past chair and member of the Board and Investment Committee
- May We Help non-profit, past Board Chair
- Art Academy of Cincinnati
- Jewish Community Relations Council, Board member
- Congregation Etz Chaim, past president, past Board member
- French American Chamber, past Board member and officer
- Greater Cincinnati Chamber of Commerce, Foreign Investment Attraction Team and International Trade Council, past member
- Ohio Commodores (Trade Promotion Organization), past governor-appointed member
- Southern Ohio and Kentucky District Export Councils, past Board member
- Ohio State Bar Association
 - Corporate Counsel Committee
 - International Law Committee, past chair
- Cincinnati Bar Association
 - International Law Committee, past chair
 - Corporate and Securities Law Committee, past vice chair

- Northern Kentucky International Trade Association, past Board member
- University of Cincinnati College of Law, International Business Transactions, past professor
- United Way, Neighborhood Services Field of Service, past co-chair, Division Leadership Council
- Travelers Aid International, past president

Distinctions

- Peer Review Rated AV in *Martindale-Hubbell*
- *Best Lawyers*®
 - "Lawyer of the Year" in Cincinnati for International Trade and Finance Law (2014, 2019, 2022, 2024)
 - Corporate, Information Technology, International Trade and Finance Law (2021-2024)
- Recommended for Mergers, Acquisitions and Buyouts by *The Legal 500 United States*
- Ohio *Super Lawyers*®
- Ohio Exporter of the Year E-Award presented by the Governor of Ohio (2009)
- M&A Leader in Foreign Transactions – Ohio, Corporate America News (2015)

Languages

- French

Experience

Represented a U.S. Tech Company During a European M&A Deal

We assisted our client, a U.S. public tech company, in the acquisition of a Euro/U.S. target. We performed a CFIUS analysis, assisted with the acquisition agreement, performed due diligence and assisted with governance issues while coordinating with European counsel.

Oversaw the Complex Acquisition of a USA-Based Nuclear Service Company

Our client, an agriculture and engineering group, acquired a nuclear engineering company. We drove a successful CFIUS filing process, necessary because national security and government contracts were involved. We handled most all aspects of the complex deal, from start to finish.

Assisted with the Acquisition of a Cyber Security Specialist

We assisted our client, a European government-owned entity, during the acquisition of a cyber security specialist. We drove a successful CFIUS filing process, which was necessary because national security and government contracts were involved. We also assisted on agreement issues and coordinated with European counsel.

Strategic Acquisition of Workflow One for \$218 Million by Standard Register

The opportunity, and the ability, to grow is an important factor in the success of any business, especially in an increasingly-competitive marketplace. We advised Standard Register, formerly one of the world's leading providers of printing and business communication solutions, throughout their purchase of Workflow One, a print

management and distribution company. The value of all consideration and financing totaled in excess of \$350 million.

Financial Institutions International Regulation

To ensure regulatory compliance and enforceability, we canvas more than 50 countries in detail regarding treasury management, capital markets and other bank products that could relate to parties in these countries.

Perform Due Diligence and related Acquisition Work for Private Companies and Equity Funds

We routinely perform due diligence on U.S. targets for U.S. and foreign private companies and equity funds and their foreign counsel.

Venture Capital Fund

We serve as the fund and portfolio target acquisition counsel.

Cross-Border Financial Institutions Lending and Regulations

We routinely close inbound and outbound cross-border loans and guarantees, and the sale of other treasury management and capital market products, while working closely with foreign counsel to ensure regulatory compliance and enforceability.

Committee on Foreign Investment in the U.S. (CFIUS)

We routinely analyze transactions to determine the applicability of the CFIUS process, and make the required filings to obtain U.S. government pre-approval of cross-border transactions, including structuring remedial measures to modify governance and operational and reporting procedures.

OFAC/Embargoed Countries/Denied Parties Licenses and Investigations/Export Control/FCPA

Represent numerous clients in determining the legality of transactions with U.S. embargoed countries / OFAC, FCPA and on Export Controls.

Represented an IoT assets and SaaS solution Provider Through the Negotiation of a Specialized Technology Distribution Agreement

Our client manufactures and distributes IoT (Internet of Things) hardware and SaaS (Software as a Service) products and solutions. Another company with complementary hardware products sought our client as a strategic distribution partner whereby the two companies' products would be combined and marketed as a bundled product and SaaS offering. Through a combination of internal reviews, bi-lateral negotiation sessions and careful drafting work, we assisted our client in negotiating a specialized technology distribution agreement. With our value add, the parties executed an agreement that was much more appropriate and balanced than the initial draft, and which will set up the client for a mutually successful strategic partnership.

Organization of Multiple Software and Technology Start Ups, Venture Capital and Private Equity

Scores of software and technology start ups organized addressing tax, venture capital and private equity investments, buy-sell issues, phantom equity, stock options, executive compensation, corporate counseling and customer and employment contracts. Our clients have benefitted from the leverage of our experienced technology, intellectual property and employee benefits resources.

Licensed Manufacturer and Distribution

Represented several large private manufacturers and public companies with respect to licensing Indian, Chinese, Mexican and other foreign companies to manufacture and sell products to the client and to end users in a Territory. Repetitive experience in this area leads to speed and efficiency.

Complex Joint Venture & Multi-Million Dollar Debt Financing of Client

As a Dinsmore client was looking to expand its operation and service presence into a global marketplace, it sought a Hong Kong entity with manufacturing capability for production of its wind energy products that were to be sold under sales/master distribution arrangements in Asia and Europe. Structural, tax, governance, IP ownership, business plans, capital contribution and other issues demanded close attention by client personnel and the legal team. The transfer of unregistered technology, the client's equity structure, operating in both Hong Kong and the People's Republic of China, coupled with a complicated business plan and detailed financing aspects, created the complexity of this transaction.

After a thorough assessment and advice from both the People's Republic of China and Hong Kong counsel, Dinsmore lawyers negotiated and prepared the complete extensive package of Joint Venture and Financing documents for this complex equity transaction.

Counsel to Startup Through Growth Into International Distributor of Products

We provide strategic and litigation counsel to our client from startup as a two-person operation through the growth of the company into a market leader with international product distribution via online and brick and mortar outlets. Our counsel has grown from trademarks to a global patent portfolio to tax consequences to importing and exporting matters.

Cross-Border Acquisition by Merger and Stock Purchase

Represented a U.S. public company in its acquisition of a Canadian/Swiss sporting goods importer/reseller in parallel Canadian stock purchase and SEC-registered U.S. stock merger transactions.

Public Company Asset Sale

Represented a publicly-held company in the sale of portfolio business in a cash for assets transaction with a principal competitor.

Inbound (FDI) Merger and Acquisition Purchases of U.S. Company, Creating Cross Border Equity Joint Ventures

We have represented a number of French and British technology companies with respect to inbound (FDI) merger and acquisition purchases of U.S. company, creating cross border equity joint ventures. Our years of experience and large number of these clients speeds the process and transactions.

Sale of Start-Up Tech Company

Among numerous sales of small to large start ups, we handled the sale to a French Public Company of a private company involved in software consulting and integration for B-2-B applications and interfaces with SAP and Oracle ERP systems: e-Purchasing, e-Sourcing, e-Procurement and e-Invoicing. Closed this transaction in record time: one and a half weeks. This favorable result was made possible by Dinsmore's deep bench of Mergers and Acquisitions, Intellectual Property, Tax, International and Employee Benefits lawyers.

Venture Capital Transaction

We represented the owner of cutting-edge combustor technology in the creation of a new company with client intellectual property and patents combined with private equity contribution. We leveraged our unique venture capital and intellectual property experience to streamline the transaction.

Executive Employment and Compensation Agreements

We have represented numerous clients in the negotiation of executive employment and compensation agreements on initial hiring and in the private equity, venture capital, and mergers and acquisition context.

Export Control

Our firm has represented numerous technology, e-commerce, engineering and manufacturing clients in the analysis of laws, regulations and classifications to determine Export Control licenses with the U.S. Commerce Department.

Cross-border Mexican Equity Joint Ventures

Among numerous Mexican joint ventures, we represented our client, an automotive company, in a complex equity joint venture in Mexico, including land acquisition, construction, labor, manufacturing and other agreements. Decades of experience shortened the transaction timeline and reduced costs.

Fortune 50 Joint Venture

Our firm represented The Procter & Gamble Company in a research consortium and joint venture with the University of Cincinnati, utilizing a unique combination of tax, non-profit and corporate attorneys to complete a complex transaction.

Closely Held Company PRC Joint Venture

Among several PRC joint ventures, we represented a private lubricant oils company in a complex lubricant oils equity joint venture negotiated in the Peoples Republic of China. Decades of experience shortened the transaction timeline and reduced costs.

Outsource of High Technology Services

Among numerous outsource transactions for Fortune 50, public and private companies, we represented First Data, a leading technology service provider, and its predecessors, for over two decades in numerous service/outsourcing contracts and litigation with various governmental and state agencies. Our work included reviewing government proposals for service, as well as drafting and negotiating licenses, software and hardware contracts, service contracts, employee agreements, teaming agreements, prime/sub third-party contracts and consulting agreements governing individuals and teams that implemented solutions and ultimately performed the contracted services.

Outsourcing of Technology

We have represented a wide variety of companies in handling their purchase of technology outsourcing needs, including a number of Fortune 500 global companies. Our role includes negotiating and drafting outsourcing contracts to ensure that our clients' interests are protected with respect to the named vendor and any hoster. We also have represented outsource providers in this space, especially in providing services to state governments. Our experience includes representing a NYSE manufacturing company in outsourcing its computer main frames to Computer Services Corporation, and HP as well as handling its server farm outsourcing and numerous other forms of technology outsourcing.

Representation of European Software and Technology Companies

We frequently represent a number of European software and technology companies with respect to U.S. licenses and agreements, tax, employment, immigration, entity formation, leasing and related matters. Our large pool of similarly-situated clients increases our speed and efficiency.

Foreign Corrupt Practices Act, Anti-Bribery and Anti-Money Laundering Compliance

We routinely assist public companies, their subsidiaries and private companies in creating effective compliance programs. We recently concluded, on an efficient basis, providing contract provisions, re-drafting international sales and distribution contracts, creating and suggesting training power points and software modules, drafting third-party and employee periodic compliance questionnaires and certificates, advising on internal audit functions and related procedures and revamping client compliance policies. We were proud to add significant value to the client's compliance and prevention efforts.

Supply Chain Research and Development, Confidentiality and Non-Disclosure Agreements in Asia

We represent a public medical-related company with respect to supply chain research and development, confidentiality and non-disclosure agreements in Taiwan, China, Singapore and Asia generally. Our extensive experience coupled with local counsel whom we know well creates a quick and efficient result.

Establishing Foreign Subsidiaries Around the World

We have represented scores of foreign subsidiaries, sometimes for the same client, from international labor and employment issues to tax and corporate issues. We leverage our long history of assisting clients to expand internationally through foreign direct investment.

Immigration Projects

Our firm represented inbound non-US, typically European, companies with respect to immigration projects, both business and individual. Speedy and efficient resolution stemming from years of similar issues and projects.

Permanent Establishment, Transfer Pricing, International Tax, Tax Treaty Analysis and Personal International Income Tax

Our firm represented several large private European companies seeking US subsidiaries/entities with respect to Permanent Establishment, Transfer Pricing, International Tax, Tax Treaty Analysis and Personal International Income Tax issues. We provided speedy and efficient resolution stemming from years of experience related to similar issues and projects.

International Arbitration

We represented a scrap steel company in International arbitration before the American Arbitration Association concerning alleged breach of several sale contracts by an Indian company. Dinsmore attorneys prepared the case for its final hearing but were able to negotiate a favorable settlement before the client incurred the fees associated with a final hearing.

China PRC Representative Office and WFOE (Wholly Foreign Owned Enterprise) Creation

We have represented a number of companies, including a large consumer products manufacturer, in matters related to the China PRC Representative Office and the creation of WFOEs (Wholly Foreign Owned Enterprises). We have cost-effectively and repeatedly teamed with local counsel in these matters.

Outsourcing of Manufacturing and Distribution of Bikes and Sporting Goods

We have represented our client, a sporting goods manufacturer, in handling the outsourcing of its manufacturing and distribution needs in a number of foreign countries.

Publications

October 16, 2020

CFIUS: Now More Complicated and More Expensive

May 10, 2019

New DOJ Corporate Compliance Guidance Gives Corporations Insight into Evaluating Their Programs

Dinsmore on FCA

April 5, 2018

New CFIUS developments: Is it China, data or both? This time it was China! Qualcomm-Broadcom Merger Rejection Demonstrates Committee's Broad Power, Focus on China

February 27, 2018

New CFIUS developments: Is it China, data or both? Cogint and Genworth add new data points in understanding stricter CFIUS review process

January 16, 2018

MoneyGram-Ant Financial Transaction the Latest Casualty of CFIUS's Increased Scrutiny of Chinese Deals; CFIUS Interprets "National Security" to Include Data-Security, Fails to Approve Deal

January 9, 2018

Proposed Bill Expands, Strengthens CFIUS Review, Makes Some Filings Mandatory and Adds a New Regulatory Hurdle in Domestic Transactions Involving Foreign Investors