

## MITCHELL S. COHEN

### PARTNER

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Mitchell is a partner in the Firm's Corporate Finance and M&A group. His practice focuses primarily on debt finance transactions as well as mergers and acquisitions and general corporate representation. Mitchell has substantial experience in a wide range of secured and unsecured debt financings in the middle market, including senior, mezzanine, second lien and subordinated debt, convertible debt and other forms of private credit and junior capital finance. He has represented borrowers, issuers and investment funds and other non-traditional lenders in various types of debt financing transactions, including restructurings. He also advises both acquirors and sellers in various negotiated acquisition and divestiture transactions involving equity and assets and leveraged buyouts.

Additionally, Mitchell has experience in various media and entertainment transactions, including financing the development and production of films and the sale of film titles and libraries and other entertainment assets. He has also served as outside corporate counsel to several U.S. subsidiaries of international corporate groups.

Prior to joining the Firm, Mitchell was a partner at Reed Smith LLP and at Irell & Manella LLP. Before becoming a lawyer, he worked as a tax consultant in the international tax group of Touche Ross & Co. in New York City.

### SIGNIFICANT ENGAGEMENTS & TRANSACTIONS +

- › Represented a prominent social media personality in connection with the restructuring of the legal and economic relationships with his business partners.
- › Represented a leading U.S.-based third-party logistics (3PL) provider serving major e-commerce brands in connection with the establishment of a senior secured term loan facility.
- › Represented affiliated entities that own the rights associated with the music of a former American rapper in connection with a senior secured loan facility.
- › Represented the Academy of Motion Picture Arts and Sciences and related Academy foundations in connection with the issuance of several hundred million dollars of tax-exempt "Oscar Bonds" to finance the construction and development of the Academy Museum of Motion Pictures.
- › Represented affiliated investment funds in connection with the purchase of a secured second lien credit facility for a leading manufacturer of sports protection gear.
- › Represented a private equity-owned manufacturer and distributor of pop-up shelters in connection with the establishment of a senior secured credit facility.
- › Represented a leading manufacturer of LED lighting products in connection with a series of significant refinancing transactions.
- › Represented a private equity-owned manufacturer and distributor of integrated circuits in connection with the issuance and sale of senior secured convertible notes.
- › Represented Green Knight Productions, a production affiliate of Ley Line Entertainment and Dallas-based Tango Films, as the producer and co-financier of a new feature film entitled "The Green Knight."
- › Represented a major financial institution, as administrative agent, under secured credit facilities in connection with The Weinstein Company's Chapter 11 bankruptcy proceedings.
- › Represented the majority investor in The Walking Company, the California-based comfort shoe chain, in connection with the Chapter 11 bankruptcy reorganization of that company.

### Areas of Practice

**CORPORATE, FINANCE, SECURITIES & M&A** ›

### EDUCATION

- › Columbia University School of Law, 1988, J.D., Harlan Fiske Stone Scholar
- › The Fletcher School of Law and Diplomacy, Tufts University, 1983, M.A.L.D.
- › Occidental College, 1980, A.B., Diplomacy and World Affairs, with an emphasis in Economics

### ADMISSIONS

- › State Bar of California

- › Represented SJB Brands LLC in connection with its acquisition of the “Juice It Up” franchise system.
- › Represented Dallas-based Tango Films LLC in connection with the sale of worldwide and foreign exploitation rights to several film titles and libraries as well as the restructuring of investments in both independent film production and film distribution companies and the acquisition of film titles and libraries and television projects.
- › Represented Pinnacle Entertainment (formerly a NASDAQ-listed gaming company: PNK) in connection with its acquisition of the operations of the Meadows Racetrack and Casino in Pennsylvania and its lease of the underlying real property.
- › Represented a private equity-owned provider of cloud-based software and data solutions to the commercial construction industry in connection with a unitranche debt financing.
- › Represented Guggenheim Securities LLC in connection with a \$340 million whole business securitization transaction involving Dick Clark Productions Inc., the producer of such live television programming such as the Golden Globe Awards, the American Music Awards and the Academy of Country Music Awards.
- › Represented a major supplier of fresh-cut fruits and vegetables to supermarkets and food outlets in connection with several significant financing and other corporate transactions.
- › Represented multiple institutional investment funds in connection with the purchase and subsequent restructuring of debt and equity interests in Harlow’s Casino Resort & Spa located in Greenville, Mississippi.
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## AWARDS & RECOGNITIONS



- › Selected as a top lawyer in The Legal 500 in the area of mergers & acquisition (2019)

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## PROFESSIONAL AFFILIATIONS



- › Member, Business Law Section of the American Bar Association
  - › Member, State Bar of California
  - › Member, Business and Corporations Law Section of the Los Angeles County Bar Association
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