**Job Opportunity: Transactional Group Attorney**

**Firm Description**

MSD Capital, L.P. is a private investment firm established in 1998 to exclusively manage the assets of Michael Dell and his family. MSD Capital engages in a broad range of investment activities and has the flexibility to invest in a wide variety of asset classes. MSD has offices located in New York and West Palm Beach.

MSD Partners, L.P. is an SEC-registered investment adviser formed in 2009 by the partners of MSD Capital, L.P. Michael Dell and his family are substantial clients of MSD Partners. MSD Partners utilizes a multi-disciplinary investment strategy focused on maximizing long-term capital appreciation by making investments across the globe in the debt and equity of public and private companies, real estate and other asset classes. MSD Partners operates from offices in New York and Santa Monica.

**Description**

The primary responsibility of the MSD Capital/MSD Partners (“MSD”) transactional group attorney is to act as a bridge between MSD Investment, Accounting, Operations and Tax teams, third party partners and outside counsel in order to ensure that the business and legal goals of MSD and affiliated entities are met. The Investment strategies include Credit, Private Equity and Real Estate.

We are searching for an experienced M&A transactional lawyer who will handle a wide range of Credit, Private Equity and Real Estate transactions. The successful candidate will have four to five years of experience at a major Wall Street law firm leading M&A and/or financing transactions and will be able to translate this knowledge into actionable advice across a broad range of practice areas. The candidate will be hard working, commercial, have high energy and loves what he/she does.

This opportunity is an extraordinary chance to join a high performing team who is involved in every deal and investment we make across MSD’s investment teams. You will work hard, learn a tremendous amount, and play a central role at the Firm.

Responsibilities include:

**Transactions**

*MSD Transactions*

**Transaction Inception**

* Negotiating appropriate confidentiality arrangements, if necessary;
* Creating or reviewing term sheets;
* Advising on terms and structures;
* Identifying business and legal issues with the proposed transaction, including industry specific advice and advice relating to new fund structures and requirements;
* Coordinating with tax and accounting teams to ensure investment structures are acceptable.

**Transaction Execution**

* Identifying outside counsel best suited for the transaction, if applicable;
* Strategically reviewing and negotiating documentation to (1) ensure goals of MSD investment principals are reflected in the documents; (2) ensure MSD is appropriately presented (structurally) and protected (legally) and MSD specific issues are properly addressed; (3) provide advice on improving documentation from both a legal perspective and a business perspective by pushing to include more favorable business terms;
* Coordinating the execution of the transaction and generally “driving the process” to ensure the transactions are actually completed and appropriate timelines are met.

**Post-Closing Transaction Matters**

* Assisting Accounting and Tax teams to understand the transaction so they can properly report the transaction from a Tax and Accounting basis;
* Update Accounting and Tax teams on developments in the investment;
* Provide advice and assistance to the new portfolio company/partners in the investment;
* Advise MSD investment principals on activities at the new portfolio company/investment;
* Participate in negotiating and documenting restructurings of investments;
* Review and advise on execution of written consents by portfolio company boards and waivers and amendments in debt investments;
* Advise MSD investment principals on matters related to exiting the investment.

*Third Party Transactions*:

* Assist portfolio companies in structuring transactions to the benefit of MSD;
* Assist investment principals in understanding third party transactions in the market, including capital markets, M&A and corporate finance transactions and possible applicability to existing and potential MSD investments.

**Trading Advice**

* Assist in advising on trading restrictions and securities laws exemptions under Rule 144, 144A and 4(1½);
* Advise on and negotiate special rights in debt trades.

**Regulatory Matters**

* Prepare and coordinate regulatory filings for individuals;
* Prepare and coordinate regulatory filings for MSD;
* Monitor compliance with Hart-Scott-Rodino and other regulatory thresholds and advise on applicability of HSR (and foreign HSR equivalents) and other regulatory schemes to transactions.

**Other Miscellaneous Responsibilities**

* Identify possible internal conflicts and investment overlaps;
* Review portfolios prior to launches of new funds to identify any tax, contractual, regulatory or securities law issues with transfers of securities in the portfolio;
* Assist in structuring new funds and business lines;
* Review and comment on exit documents in bankruptcies where we are receiving equity to ensure MSD investment principals understand rights and obligations of equity we are receiving and ensure that MSD specific issues are addressed;
* Review legal memos and articles to stay current on changes in law and legal trends, and advise investment teams on relevant matters;
* Review legal and other bills relating to transactions and portfolio companies and coordinate allocation and payment with accounting team;
* Oversee creation, administration and dissolution of internal entities;
* Draft, negotiate and review other miscellaneous documents, agreements and letters;
* Assist in negotiations and compliance with fund loan agreements, including individual deal back leverage and fund wide leverage and commitment facilities.

**Skills**

* Strong organizational skills including ability to work with others and manage multiple time sensitive matters in a demanding, dynamic environment
* Ability to work independently and under tight timelines and to plan, prioritize and organize multiple cross-functional tasks
* Ability to oversee and manage outside counsel and internal stakeholders effectively
* Motivated team player with ability to work independently and take initiative
* Ability to anticipate, identify and analyze issues and generate potential solutions
* Exceptional interpersonal skills - must be able to resolve complex issues in a practical manner on a compressed timeline and to communicate complex concepts in an understandable way
* Excellent written and verbal communications skills

**Experience**

* 4th or 5th year attorney at a major Wall Street law firm with experience leading complex M&A and/or financing transactions
* A J.D. with superior academic credentials
* Broad corporate and transactional law experience, including extensive experience in public and private M&A transactions, securities, corporate finance and other corporate law matters

**To Apply:**

Interested applicants should [click here](https://boards.greenhouse.io/msdpartners/jobs/5027083002) to submit their resume.