



Lawrence Cohen

OF COUNSEL

Phoenix

602.794.2460

lcohen@grsm.com

RELATED SERVICES

- Business Transactions
- Franchise
- Banking & Finance
- Government Investigations & Enforcement Defense
- Green Technology, Solar & Renewable Energy
- Blockchain & Cryptocurrency
- Cannabis, Hemp & CBD
- Securities

OFFICES

- Phoenix
- New York

OVERVIEW

Lawrence Cohen is of counsel in the Phoenix and New York offices of GRSM.

Lawrence has a diverse national business law practice spanning areas such as general business law, securities/commodity futures and capital markets regulatory matters, franchising, and healthcare transactions. His expertise is especially strong in broker-dealer and investment adviser regulation and compliance. Lawrence had served at the partner level with other large, prestigious law firms. He advises both start-up and established companies, private and public, in many business sectors, with a focus on the capital raising process.

Early in his career, Lawrence was Secretary and Chief Compliance Officer of The Guardian Life Insurance

Company's retail mutual funds and annuities/separate accounts and its affiliated broker-dealer distributor and investment manager, and then associate counsel and assistant secretary of Lehman Brother's institutional funds group. He has served as outside counsel to public and private funds, and formed and registered numerous broker-dealers and investment advisers, including the Blackstone Group, advising them and other preeminent investment banks and private fund managers on regulatory and compliance matters.

With respect to start-ups, Lawrence has counseled entrepreneurs and development-stage companies, and served as a judge at the New Jersey Technology Council competitions and as a mentor to companies participating in the Cleantech Open, the world's largest clean-tech accelerator. He also has advised both franchisors and franchisees with respect to negotiations involving both franchise agreements and exits.

Lawrence is a prolific writer on many legal topics and speaks at various industry events. He received his J.D. from the University at Buffalo School of Law in 1979 and a B.A., cum laude, in History from Brooklyn College, City University of New York in 1976. While in law school, he served as Captain of the Jessup International Moot Court Team and received a scholarship from the Kosciuszko Foundation to participate in the University of Florida's International Trade Law Program at Cambridge University, England & The Polish Institute of State and Law, in Warsaw.

REPRESENTATIVE EXPERIENCE

Experience and Representative Matters:

- Obtained a FINRA Interpretive Letter approving use of a "click to sign" process for a broker-dealer's app.
- Counsel to Delaware statutory "public benefit LLC" issuing cryptocurrency tokens.
- Former Securities Industry registrant (FINRA Series 7);
- In-house counsel to Lehman Bros. Institutional Fund group;
- Counseled broker-dealer affiliates of foreign companies (e.g., a South Korean bank and U.K. investment bank) on U.S. securities laws and compliance matters;
- Advised underwriters and Nasdaq-listed issuers on Initial Public Offerings (IPOs) and Private Investment in Public Equity (PIPE) deals;
- Advised foreign investment banks on SEC registration exemptions and "chaperoning" arrangement with U.S. broker-dealers;
- Counseled hedge funds with respect to SEC investigations and enforcement actions and investor complaints;
- Advised pharmaceutical clients on HIPAA and other privacy compliance matters;
- Counseled multi-unit restaurant franchisees on formations and negotiation of franchise terms;
- Registered Blackstone Group as a broker-dealer and served as outside compliance attorney for four years;

- Special counsel to U.S. subsidiary of South Korean bank on U.S. securities compliance matters;
- Advised N.J. Division of Investments in 2012 on \$1.5 billion investments in private equity and hedge funds;
- Advised Google, Inc. in 2013 on transaction and negotiation of terms for establishment of affinity credit card program;
- Advised clients on formations of hedge funds, private equity funds and public Business Development Company;
- Special counsel to foreign investment bank on formation of U.S. broker-dealer subsidiary and federal/state filings for issuances of affiliated fund interests, as well as upcoming funds with clean-tech sector investments;
- Counsel to consultant for regional banks on risk assessment and M&A advisory services;
- Advised private fund on offering to raise capital for participation interests in a segregated pool of tax lien loans;
- Advised public companies on SEC periodic reporting, prospectus disclosure and Forms 8-K;
- Advised Irish bank on “Volker Rule” restrictions on covered-fund investments; and
- Advised family office on structure of investment compliance program and SEC Form 13F filings (including confidential treatment of information).

PUBLICATIONS

Selected Speaking Engagements:

- Speaker, Financial Publisher Industry Conference, June 2022, February 2023
- Panelist, *Private Company Boards: Good Governance without Government*, National Association of Corporate Directors/New Jersey Chapter, March 2014

Publications:

- Author, Broker-Dealer Anti-Money Laundering Compliance Programs: Implementing an Effective Program, *LexisNexis*
- Author, FINRA Rules on Communications with the Public, *LexisNexis*
- Author, FINRA Cycle Examination Checklist, *LexisNexis*
- Author, FINRA Rule 2111 and Broker-Dealer Suitability Obligations, *LexisNexis*
- Author, Broker-Dealer Business Plan Checklist, *LexisNexis*
- Author, Broker-Dealers Expense Sharing Arrangements Checklist, *LexisNexis*
- Author, Chapter 3, Regulation of Brokers and Dealers, *Federal Securities Exchange Act of 1934*, Matthew Bender & Co., April 2023
- Author, Practical Guidance business law articles, *LexisNexis*
- Author, Chapter 8 Investment Companies, Chapter 9 Investment Advisers, *Securities Practice and Electronic Technology*, 2018

- Due Diligence on Public and Private Funds for Plan Fiduciaries, *Bloomberg BNA Report*, 2011, updated September 2014

CREDENTIALS

Admissions

- Arizona
- New York
- New Jersey

Memberships

- Securities Industry and Financial Markets Association (SIFMA), Former Member
- Board of Directors of Children's Home Society of New Jersey (2003-2007)
- Former FINRA Series 7 and 63 qualifications

Community Involvement

- Lawyers Committee for Human Rights (successful political asylum matter)
- Board member/pro bono legal service provider of The Children's Home Society of NJ (2003-2007)
- Volunteer Mentor for Start-Up Companies competing in CleanTech Open

Education

- J.D., The University at Buffalo Law School, State University of New York, 1979
 - Captain, Jessup International Moot Court Team
 - Kosciuszko Foundation Grant Recipient for University of Florida/Levin College of Law International Trade Law Program at Cambridge University, England & The Polish Institute of State and Law, Summer 1978
- B.A., *cum laude*, History, Brooklyn College, City University of New York, 1976

Honors

- Recognized as a Top Lawyer, *Phoenix Magazine* (2022)*

*No aspect of this advertisement has been approved by the Supreme Court of New Jersey. The Top Lawyers list is published by *Phoenix Magazine*. A description of the selection methodologies can be found at: <https://directory.phoenixmag.com/lawyers/home>