**PROFILE STATEMENT**

Business driven corporate, securities and capital markets lawyer offering 10+ years of diversified experience in a broad range of expertise areas: private and public company counseling, start-up advice, capital raisings, securities law, SEC filings, general corporate law, finance transactions, debt restructuring, complex transaction negotiation and management, M&A, corporate governance. Trusted advisor to GCs and executive management teams, strategic and business advice. Industry experience includes technology, consumer, energy, biotech, gaming, financial, representing companies at all stages with a particular focus on pre-IPO/exit companies and public companies.

**SELECT ACCOMPLISHMENTS[[1]](#footnote-1)**

* Participated in over 30 capital markets transactions and other financings, including several $100 million+ IPOs, equity follow-ons, private offerings of common and preferred stock and public and 144A debt transactions
* Extensive representation of investment banks as part of my New York practice in a variety of transactions as well as managing negotiations on behalf of companies against investment banks
* Served as part of the successful team preparing the M&A sale of the mortgage origination and servicing platform of \_\_\_\_\_\_, one of the largest \_\_\_\_\_ companies in the United States through its pre-packaged bankruptcy proceeding
* Lead counsel on complex debt refinancing and restructuring transactions, including the recapitalizations of \_\_\_\_\_\_\_
* Lead counsel for several M&A sales of mid-sized and large French companies to U.S. buyers

**RESPONSIBILITIES AND EXPERIENCE**

**Transactional and Corporate Finance**

* Lead, structure, negotiate, document and execute capital markets transactions, including private securities transactions and public equity and debt offerings, and other financings and capital raisings
* Prepare registration statements/offering memoranda/prospectuses and draft and negotiate deal documentation such as underwriting agreements, legal opinions, officers certificates, accountants comfort letters, indentures, debt instruments, term sheets
* Manage due diligence process in capital markets transitions and sales/acquisitions (including disclosure schedules and integration process)

**Securities Law and Public Company Counseling**

* Ongoing public companies representation, including review, draft and counsel on a broad range of securities law matters and documents, including 33 Act registration statements and 34 Act reports, proxies and other filings
* Draft and review SEC filings, including 10-Ks, 10-Qs, proxy statements, 8-Ks,

**RESPONSIBILITIES AND EXPERIENCE (cont’d)**

* Prepare and review insider trading programs, 10b5-1 plans, Section 16 filings
* Draft and review Form S-1 registration statements for IPOs, Form S-3 registration statements for shelf take-downs, prospectuses, offering memoranda, private placement memoranda

**Private Company Counseling**

* Term sheet and investor documentation review and negotiation
* Pre-IPO preparation, including developing policies, corporate governance documents, prepare stock exchange compliance, corporate and capital structure clean-up and documentation
* Prepare M&A sale exit, including due diligence and disclosure schedule process

**Corporate Governance**

* Develop and maintain corporate governance best practices, ongoing disclosure and compliance obligations under the 34 Act, NYSE and NASDAQ rules
* Prepare and review board and committee minutes and materials, annual shareholder meetings

**Ongoing Corporate Counseling and Business Advice**

* Provide legal, business and strategic advice to executive management and GCs
* Research, analyze and provide effective solutions to complex legal and regulatory issues
* Counsel on general corporate law and regulatory matters
* Handle international corporate and subsidiary matters
* Draft and review various corporate and commercial documents and agreements; negotiate business and legal terms

**TEAM & LEADERSHIP EXPERIENCE**

Extensive experience leading and running deals to a successful result, including management of external teams (bankers, lawyers, accountants, investors, shareholders) and internal teams (IP, tax, technology).

* Interface daily with in-house business, management and legal teams and manage collaborate corporation across teams
* Lead deal teams and internal project teams, including the disclosure schedule team on the \_\_\_\_\_ transaction (mentioned above).
* Supervise and mentor other attorneys, including manage internal recruiting efforts and summer associate programs

**CAREER HISTORY**

**ABC Firm LLP**, City (2013 – Present), City May 2008 – Present

**Partner** (2012 – Present), **Associate** (2008 – 2012)

Practice focuses on counseling companies in a wide range of capital raisings, both private securities placements and public offerings, including IPOs and follow-ons; other corporate finance transactions and acquisitions; start-up advice; ongoing corporate, securities, governance and contract matters.

**DEF Firm LLP**, New York September 2012 – May 2008

**Associate**

Practice focused on capital markets and securities laws, with a focus on investment bank representation (underwriter) in a wide range of capital raisings, including IPOs, follow-ons, and debt offerings; ongoing

**CAREER HISTORY (cont’d)**

corporate governance and general corporate and contracts matters; private equity and fund formation; extensive drafting, negotiation and research; handled all aspects of closings.

**XYZ Firm**, City, State September 1997 – August 2001

**Associate**

Practice focused on M&A, securities and private equity transactions; ongoing corporate and commercial law matters; drafting and research; due diligence; handled all aspects of closings.

**EDUCATION**

**\_\_\_\_\_\_\_ School of Law**, J.D., 2002

**\_\_\_\_\_\_\_ College**, B.A., [Major], 1996

**BAR ADMISSIONS**

New York

California

**RECENT PUBLICATIONS**

* Title, Publication, Date
* Title, The \_\_\_\_\_Blog, August 2014.
* Title: ABC Firm (date) published by International Financial Law Review (2014) (Co-author).
* Frequently Asked Questions about \_\_\_\_\_\_, ABC Firm LLP (2013).

**LANGUAGE SKILLS**

English, German

1. Transaction list can be provided upon request. [↑](#footnote-ref-1)