



Corporate Finance

We assist clients in making financing, capital structuring, and investment decisions. We guide issuers and purchasers through private securities offerings. They turn to us for help with equity and debt securities offerings, strategic investments and loan transactions. We also offer counsel on credit facilities (individual and syndicated), debt restructurings and recapitalizations.

Our attorneys represent public and private investors, including various pension funds, on investments, dispositions, and financings. We counsel investor clients on how much and what types of due diligence investigation should be done and who should do it – our attorneys or paralegals, client personnel, third parties, or some combination thereof – balancing the competing needs for timely and quality information and cost-effectiveness.

Every industry is unique – with its own special characteristics, terminology, and manner of doing business. Each industry is also subject to its own special regulatory scheme. We tailor every disclosure document, investment, and transaction to the requirements of the client, the industry, and applicable regulations.

Our public finance practice provides bond, disclosure, underwriter, issuer, and developer counsel representation for a wide variety of public finance transactions throughout California. Our public agency work includes negotiating, structuring, and documenting the issuance of tax-exempt and taxable securities for public and public-private projects, including preparing disclosure documents for public offerings and providing legal opinions on tax exemption.

Securities offerings must comply with applicable securities laws. As such, we regularly obtain permits for the issuance of securities from the California Commissioner of Corporations. We also conduct fairness hearings with the Commissioner to satisfy federal securities law exemptions when more convenient exemptions are not available or would not meet the client's requirements.

We represent clients in connection with venture capital financing, strategic investments, and other types of recapitalizations. We regularly counsel clients on:

- "blank check" preferred stock provisions;
- dividend and liquidation preferences;
- conversion rights;
- anti-dilution protection;
- redemption rights;
- different classes of common and preferred stock;
- classified boards of directors;
- registration rights;
- preemptive rights; and,
- voting rights.

Our capital formation work includes preparation and negotiation of term sheets for investments, including:

- preferred stock terms;
- stock purchase agreements;
- certificates of determination;
- amendments of articles of incorporation and bylaws;
- investor rights agreements;
- voting agreements;
- buy/sell agreements;
- registration rights agreements; and,
- board representation and/or observer agreements.