



## Peter M. Menard

Partner

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### PRACTICE AREAS

- Corporate

### INDUSTRIES

- Emerging Growth/Venture Capital
- Food and Beverage
- Retail

## OVERVIEW

Peter M. Menard is a senior partner in the Corporate Practice Group and an adjunct professor at the University of Southern California Gould School of Law where he teaches securities regulation.

### Areas of Practice

Mr. Menard's principal areas of practice are corporate governance, securities law compliance and corporate transactions. He is a frequent commentator on issues of corporate governance, including the Sarbanes-Oxley Act and the Dodd-Frank Act, and corporate social responsibility. Mr. Menard's securities practice includes complex disclosure issues; Board and committee representations; internal investigations; periodic SEC filings; exchange listing rules; public offerings; mezzanine financings; venture capital financings; shareholder proposals; proxy contests; tender offers; rights offerings; exchange offers; going private transactions; and SEC and exchange enforcement actions. His corporate practice includes acquisitions; leveraged buyouts; and technology development, research, license and materials transfer agreements.

Mr. Menard's clients range from start-up companies to large, publicly-traded corporations with international operations primarily in the retail, distribution, manufacturing, technology, consumer products, and food and beverage industries.

### Public Service

- Board of Directors: Junior Blind of America
- Adjunct Professor: University of Southern California Gould School of Law
- Managing Editor of *Business Law News* published by the Business Law Section of the State Bar of California

### EDUCATION

- J.D., University of Michigan, 1979
- M.S., University of Michigan, 1976 (Mathematics)
- B.A., University of Santa Clara, 1974 (Mathematics, Classics)

### ADMISSIONS

- California
- U.S. District Court for the Central District of California
- U.S. Supreme Court

## EXPERIENCE

### Recent Selected Transactions

- Diodes Incorporated: \$18,000,000 Investment in Eris Technology Corporation (June 2011)
- The Cheesecake Factory Incorporated: International Franchise (January 2011)
- QAD Inc.: Dual Class Recapitalization (December 2010)
- The Cheesecake Factory Incorporated: \$200,000,000 Credit Facility (December 2010)
- Diodes Incorporated: \$900,000,000 Chengdu Joint Venture (November 2010)
- Unified Grocers, Inc.: \$275,000,000 Credit Facility (October 2010)
- Sport Chalet, Inc.: \$65,000,000 Credit Facility (October 2010)
- Sport Chalet, Inc.: Option Exchange Program (October 2009)
- Diodes Incorporated: Acquisition of Zetex plc. (April 2008)
- United Grocers, Inc.: 150,000 Class A Shares, 150,000 Class B Shares and 350,000 Class E Shares (February 2008)
- United Grocers, Inc.: \$50,000,000 of Partially Subordinated Patrons' Deposit Accounts (February 2008)
- International Rectifier Corporation: Internal Investigation of Accounting Irregularities (March 2007)
- Diodes Incorporated: Acquisition of APD Semiconductor, Inc. (January 2007)
- Diodes Incorporated: \$200,000,000 of 2.25% Convertible Senior Notes due 2026 (October 2006)
- Diodes Incorporated: Acquisition of Anachip Corporation (December 2005)
- Sport Chalet, Inc.: Dual Class Recapitalization (October 2005)
- Northrop Grumman Corporation: \$95,000,000 Sale of Shares of Endwave Corporation (October 2005)
- Diodes Incorporated: \$59,000,000 of Common Stock (September 2005)
- Valeant Pharmaceutical International: \$165,024,000 of Common Stock (February 2005)
- Valeant Pharmaceutical International: \$480,000,000 of 3.0% Convertible Subordinated Notes due 2010 and 4.0% Convertible Subordinated Notes due 2013 (August 2004)
- Valeant Pharmaceutical International: \$300,000,000 of Senior Notes due 2011 (July 2004)
- Deckers Outdoor Corporation: \$86,625,000 of Common Stock (May 2004)

### Representative Clients

Alcatel  
 The Cheesecake Factory Incorporated  
 Deckers Outdoor Corporation  
 Diodes Incorporated  
 ExxonMobil Corporation  
 International Rectifier Corporation  
 Northrop Grumman Corporation  
 See's Candies  
 Sports Chalet, Inc.  
 Unified Grocers, Inc.

**HONORS**

- Super Lawyers: Corporate Governance; Securities & Corporate Finance (2012, 2011)
- Best Lawyers in America: Corporate Law (2012, 2011, 2010, 2009, 2008, 2007)

**MEMBERSHIPS**

- State Bar of California
- American Bar Association, Section of Business Law: Corporate Compliance; and Corporate Governance

**ARTICLES**

- Transparency in Supply Chains Act, *Business Law News*, Published by the Business Law Section of the State Bar of California, Issue 3 2011
- Compliance Deadline Looms For New Transparency in Supply Chains Act, *Daily Journal*, August 1, 2011
- The Dodd-Frank Act: A Guide to the Corporate Governance, Executive Compensation and Disclosure Provisions, *Business Law News*, Published by the Business Law Section of the State Bar of California, Issue 1 2011
- The Dodd-Frank Act: What Public Companies Should Do Now, *The Corporate Counselor*, Published by the Corporate Law Departments Section of the Los Angeles County Bar Association, Winter 2011
- Financing and Protecting California Businesses, Published by CEB, Chapters 17, 18, 19 and 20
- Expanded Protections for Directors Navigating the 'Zone of Insolvency,' *The Corporate Counselor*, Published by the Corporate Law Departments Section of the Los Angeles County Bar Association, Fall 2007
- An Overview of Corporate Governance Today, *Understanding Corporate Governance Laws & Regulations*, Aspatore, Inc., November 3, 2006

**Corporate & Securities Law Blog Articles**

- "E-Proxy Rules Effective for All Public Companies," January 27, 2009
- "NYSE and Nasdaq Amend Tests for Director Independence," September 30, 2008
- "SEC Issues Updated Guidance on the Use of Company Web Sites," September 24, 2008
- "SEC Temporarily Relaxes Restrictions on Issuer Repurchases," September 19, 2008
- "SEC Sanctions E&Y and Director of Three Public Audit Clients for Failure to Disclose a Business Relationship that Impaired E&Y's Independence," September 8, 2008
- "California Amends Corporations Law to Accommodate the SEC's E-Proxy Rules by Allowing Electronic Delivery of Annual Reports Without Prior Shareholder Consent," August 26, 2008
- "Proposed California Legislation Would Allow Directors to Consider Factors In Addition to the Interests of Shareholders," August 7, 2008
- "Stanford University Study Casts Doubt on the Validity of Governance Ratings," July 22, 2008
- "Expanded Protections for Directors Navigating the Zone of Insolvency," October 25, 2007
- "SEC to Revisit Proxy Access," September 7, 2006
- "Court Revives Proxy Access Debate," September 6, 2006

- "Liability For False Vendor Confirmations," April 19, 2006
- "Nasdaq Issues First Public Reprimand," April 11, 2006
- "HP Stockholders Reject Majority Vote Standard," March 15, 2006
- "CA Introduces Bill Requiring Majority Vote in Director Elections," March 14, 2006
- "Majority Vote in Director Elections: Alternate Standards," March 13, 2006
- "SEC Approves Nasdaq as a National Securities Exchange," March 9, 2006
- "SEC Demands Timely Disclosure of Relationships with Directors," July 12, 2005
- "SEC Sharpens Focus on Disclosure of Executive Perks," June 22, 2005
- "SEC Begins Releasing Comment Letters and Responses," June 5, 2005

**SPEECHES**

- Selected Issues in Dual Class Securities (April 2008)
- SEC Comment Letters - Analysis & Trends (January 2008)
- Mr. Menard speaks regularly in the areas of corporate governance, raising capital, compliance with federal and state securities laws, accounting issues and establishing effective investor relations programs.