



## John D. Tishler

Partner

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### PRACTICE AREAS

- Corporate

### INDUSTRIES

- Aerospace and Defense
- Climate Change and Clean Technology
- Digital Business
- Life Sciences

### OVERVIEW

Mr. Tishler is a partner in the Corporate Practice Group in the firm's Del Mar Heights office and is head of the firm's Corporate Governance and Compliance team.

### Areas of Practice

Mr. Tishler's practice encompasses domestic and international capital markets, corporate finance, corporate governance, business transactions, mergers and acquisitions and technology. He advises established NYSE, NASDAQ and international exchange issuers and smaller high-growth clients on capital structures, equity and debt offerings, securities compliance, strategic partnerships, mergers and acquisitions and corporate restructuring. Mr. Tishler regularly speaks and writes on corporate governance, capital markets transactions, emerging growth company issues and uncommon interpretations and approaches to transactional lawyering.

### EDUCATION

- J.D., Yale Law School, 1992
- B.A., Cornell University, 1989, *with distinction in all subjects*

### ADMISSIONS

- California
- Colorado (Inactive)
- Illinois (Inactive)

### EXPERIENCE

#### Representative Engagements

Represented CACI International Inc (NYSE:CACI) in acquisition of Paradigm Solutions, Inc. (OTCBB:PDHO)

Represents Tree.com (NASDAQ:TREE) in pending sale of Home Loan Center to Discover Bank

Represented Rizvi Traverse Management for going private of Playboy Enterprises, Inc.

Represented Northrop Grumman Corporation in \$1.5 billion registered debt offering

Represented Northrop Grumman Corporation in \$1.9 billion tender offer of outstanding

debt

Represents CloudTrigger, Inc. for financing and licensing matters

Represents Tree.com for corporate governance and public reporting

Represents Lenovo for corporate governance and Level 1 ADR program

Represents Northrop Grumman Corporation for corporate governance and public reporting

Represented Lenovo on sale of interest in AsiaInfo

Represented Overland Storage, Inc. in secondary public offering

Represented Northrop Grumman Corporation in \$850 Million registered debt offering

Represented Carolina Precision Plastics L.L.C. in purchase of ATP Plastics

Represented Special Committee of Pomeroy IT Solutions in going private transaction

Represented SiliconSystems, Inc. in sale to Western Digital Corporation

Represented ZMC Hotels in restructure of debt

Represented Xerox Corporation for exchange of employee equity for PARC subsidiary

Represented RF Magic, Inc. in merger with Entropic Communications, Inc.

Represented Beckman Coulter for reconsideration of governance documents, including substantial revision of bylaws

Represented SiliconSystems, Inc. in Series C Preferred Stock Financing by Samsung Ventures

Represented American Technology Corporation in \$9.5 million PIPE

Represented Open Energy Corporation in \$15 million PIPE

Represented Carolina Precision Plastics, L.L.C., in acquisition of Augros, Inc.

Represented SpaceDev, Inc. in \$34 million acquisition of Starsys, Inc.

Represented American Technology Corporation in \$14 million PIPE

Represented Axesstel, Inc. in \$38 million secondary public offering

Represented SiliconSystems, Inc. in Series B Preferred Stock Financing by Rustic Canyon Partners, Shepherd Ventures and Miramar Venture Partners

Represented MicroIslet, Inc. in \$13 million PIPE

Represented Ebert Composites Corporation in strategic partnership with Martin Marietta Composites, Inc.

Represented GE Capital in venture investments in life sciences companies

Represented American Technology Corporation in \$10 million PIPE

Represented Interplan Corporation in acquisition by Schroder Ventures and Pouschine Cook

Represented Loudeye Corp. in \$12 million PIPE

## HONORS

- Top Attorney 2006, 2008, 2009, 2010, and 2011, Corporate Transactional, *San Diego Daily Transcript*
- San Diego Super Lawyers, 2010, 2011

## MEMBERSHIPS

- Adjunct professor, University of San Diego School of Law, teaching advanced deal structures, and he regularly lectures on corporate law, strategic partnering, and executive compensation
- Member, Society of Corporate Secretaries and Governance Professionals
- Member, American Bar Association

## ARTICLES

- Poison Pills With A Twist, *The Recorder*, January 10, 2011
- A Guide to Poison Pills, *The Recorder*, December 31, 2010
- SEC Action under Regulation FD for Implicit Communications, *Insights*, Volume 24, Number 12, December 2010
- The Return of the Poison Pill - Lessons Learned in 2010 from the *Selectica* and *Barnes & Noble* Cases, *Insights*, Volume 24, Number 12, December 2010
- SEC Enforcement Action Under Regulation FD for Implicit Communications to Selected Analysts, *Corporate Board Member*, November 24, 2010
- Proxy Access Rules Create M&A Uncertainty, *Mergers & Acquisitions*, October 1, 2010
- Getting Active, *The Deal*, September 30, 2010
- Proxy Access' Effect on Management, *The Recorder*, September 20, 2010
- The Nuts and Bolts of Proxy Access: A Guide to the SEC's New Regulations on Board Member Nominations, *The Recorder*, September 13, 2010
- Use of Credit Ratings Information After Passage of Dodd-Frank Act, *San Francisco Daily Journal*, August 23, 2010
- Using Credit Ratings in Public Debt Offerings, *Law360*, August 19, 2010
- Top Attorneys 2010, *San Diego Daily Transcript*, July 21, 2010
- Top Attorneys 2009, *San Diego Daily Transcript*, July 8, 2009
- Court Rulings Give Cos. Reason to Review Bylaws, *Compliance Week*, November 4, 2008
- Top Attorneys 2008, *San Diego Daily Transcript*, July 16, 2008
- Are Your Bylaws Ready for E-Proxy?, *Corporate Governance Advisor*, March/April 2008
- National Firm Grows San Diego Corporate Practice, May 3, 2004

## Books

- "Fundamental Strategies to Cope with the Changing World of Corporate Governance and Securities Compliance," Inside the Minds: SEC Compliance Best Practices, 2010 Edition, Aspatore, March 2010

## Corporate & Securities Law Blog Articles

- "SEC Rulemaking: Guide to Newly Effective Eligibility Criteria to Replace Credit Ratings in Public Offerings," September 26, 2011
- "Amendments to SEC Rule 14a-8 Allowing Shareholder Proposals for Proxy Access Regimes to Come into Effect," September 12, 2011
- "California Corporations Code Amended to Simplify Restrictions on Distributions and Permit Waivers of Application of Section 500 to Preferences of Preferred Stock," September 6, 2011
- "D.C. Circuit Invalidates SEC's Proxy Access Rules," July 22, 2011
- "SEC Considering New Regulations Governing Capital Formation for Smaller Companies, Crowdfunding, Social and Other New Media," April 21, 2011
- "SPACs 2.0: New SPAC Rules Changes Approved by NASDAQ and NYSE AMEX and New Market Features Make SPACs a More Attractive Investment Vehicle in 2011," March 21, 2011
- "New SEC Proposal To Modify Short Form Registration Statement Eligibility Requirements And Repeal Credit Rating-Based Eligibility For Public Offerings Of Non-Convertible Debt Securities," February 17, 2011
- "SEC Stays New Proxy Access Rules," October 5, 2010
- "Senate Passes Dodd-Frank Wall Street Reform and Consumer Protection Act," July 16, 2010
- "First SEC enforcement action under Regulation G for Misleading Non-GAAP Financial Measures," November 24, 2009
- "Delaware Chancery Court Questions Good Faith of Directors in Sale of Company to Unrelated Party at a Premium," August 26, 2008
- "SEC Adopts Major Changes to Executive Compensation and Related Party Disclosure Requirements," August 15, 2006

## Financial Institution Law Blog Articles

- "Capital Purchase Program - Publicly Traded Financial Institutions," November 21, 2008

## SPEECHES

- "Dodd-Frank Act in 20 Minutes," 3rd Annual Hot Topics Seminar, October 12, 2010
- Panelist, "New Financial Regulations to Increase Transparency, Costs" *Daily Transcript* Executive Roundtable, October 1, 2010
- "Seed and Angel Capital: The Case for Convertible Notes," Sheppard Mullin Emerging Growth Webinar, May 20, 2010
- "Governance 2009: Watching the World Wake Up from History," 2nd Annual Hot Topics Seminar, October 16, 2009
- "Preparing For IPO: How To Be Ready When The Window Opens," CONNECT Frameworks Workshop, June 16, 2009 (Moderator)
- "Fundamentals of Transactional Lawyering - Anticipating and Avoiding Breakdowns in Commitments," San Diego Aji Network Collegians, May 27, 2009

- "XBRL and IDEA: The Future of Financial Reporting and Information Retrieval," November 4, 2008
- "Design of an Offer," The Aji Network Conference, June 2008
- "Conduct of the Annual Meeting," TheCorporateCounsel.net webcast, April 2, 2008
- "Exploiting IP Through Strategic Partnerships: Making it Work", University of California, San Diego - Rady School of Management, July 23, 2005
- "The Other Sarbanes-Oxley Act" San Diego Chapter of California Society of CPAs, June 8, 2005
- "Knock Knock: What to do When the Government Calls," Sheppard Mullin Breakfast Seminar Program, moderator, February 4, 2005
- "Protecting Interests and Ensuring Performance Under a Strategic Partnering Agreement" presented to the San Diego Software Industry Council's Entrepreneur's Forum, November 30, 2004

**EVENTS**

- 4th Annual "Hot Topics" Seminar
- Aerospace/Defense/Government M&A, Current Trends and Outlook
- Delaware Counsel Speaks - Navigating Delaware Corporate Law