



## John D. Tishler

Partner

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### PRACTICE AREAS

- Troubled Assets
- Corporate

### INDUSTRIES

- Aerospace & Defense
- Climate Change and Clean Technology
- Emerging Growth/Venture Capital
- Life Sciences
- Technology

### OVERVIEW

Mr. Tishler is a partner in the Corporate Practice Group in the firm's Del Mar Heights office.

### Areas of Practice

Mr. Tishler's practice encompasses business transactions, technology, corporate finance, securities compliance, mergers and acquisitions, and compensation. He regularly advises emerging and established clients on formations and restructurings, angel and venture capital, PIPE transactions, debt offerings, corporate governance, strategic partnerships, joint ventures, mergers and acquisitions, securities compliance, and corporate restructuring. Mr. Tishler also advises on executive compensation, broad-based equity compensation programs and executive wealth diversification strategies.

### 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

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 connection with insolvency of its bank lender

Represents Lenovo on Level 1 ADR Program

Represents Greentech Lease Finance for clean energy alternative financing

Represented Xerox Corporation for exchange of employee equity for PARC subsidiary

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

Represented American Technology Corporation in voluntary review of historical stock option and stock grants involving restatement of financials

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

Represented NYSE company for equity and cash-based executive compensation programs

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 NYSE company for new CEO employment agreement

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 lead investor in Onconome, Inc. Series B Preferred Stock Financing

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 Pine Tree Lumber Co. in acquisition by private investor group

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 and 2009, Corporate Transactional, *San Diego Daily Transcript*
- San Diego Super Lawyers, 2010

### **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**

- 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**

- "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**

- "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," The Aji Network Conference, 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", presented to University of California, San Diego - Rady School of Management, July 23, 2005
- "The Other Sarbanes-Oxley Act" presented to the 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
- "Recent Developments in Equity Compensation" presented to the San Diego Chapter of the National Association of Stock Plan Professionals, February 20, 2004
- "They're Back . . . Restricted Stock, SARs and Stock Units" presented to the San Diego Chapter of the National Association of Stock Plan Professionals, August 7, 2003