



## Riaz Karamali

Partner

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### PRACTICE AREAS

- Corporate
- International Practice

### INDUSTRIES

- Digital Business
- Emerging Growth/Venture Capital
- Entertainment, Media and Technology
- Life Sciences
- Outsourcing
- Private Equity
- Video Game

### OVERVIEW

Riaz Karamali is a partner in the Corporate Practice Group in the firm's Palo Alto office.

#### Areas of Practice

Riaz has extensive experience in corporate law, venture finance, mergers and acquisitions and technology transactions. Riaz has worked with hundreds of start-up and emerging companies, guiding them from their pre-founding stages through their angel and venture capital financing rounds, significant commercial contracts and strategic alliances to their ultimate exit transactions. He has acted as outside general counsel to many such privately held companies in a wide range of industries including Internet, social gaming, biotechnology, semiconductor technology, medical devices and consulting. Riaz has significant experience with cross-border transactions involving numerous countries including Australia, Bahrain, the Cayman Islands, China, Dubai, Egypt, France, Germany, India, Israel, Jordan, Luxembourg, Malaysia, the Netherlands, Pakistan, the Philippines, Saudi Arabia, Spain and Switzerland.

Riaz has structured and negotiated numerous complex, long-term technology-based and service-based alliance agreements relating to business process outsourcing, information technology infrastructure outsourcing, manufacturing outsourcing, research and development outsourcing, software application development and management, software OEM transactions, internet search and display advertising alliances, university technology transfer transactions and traditional corporate joint ventures. Riaz has assisted clients with the legal and strategic aspects of all phases of outsourcing transactions including the planning of the request for proposal to potential vendors, evaluation of vendors, the negotiation of the transaction documents, transition planning, relationship governance and the handling of contractual disagreements.

### EDUCATION

- J.D., Columbia Law School, 1988
- B.A., Rice University, 1985

### ADMISSIONS

- California

### EXPERIENCE

#### Representative Matters

Represented a Fortune 100 Web portal in negotiating and documenting a multi-year strategic alliance with leading technology media company that includes content licensing, Internet advertising, software distribution and search marketing components.

Represented a Fortune 100 web portal in negotiating and documenting complex, multi-year Internet advertising alliance transactions.

Represented a Fortune 100 technology manufacturer in numerous strategic acquisitions, joint ventures and strategic investments.

Represented an aerospace defense contractor in its acquisition by a Fortune 500 defense contractor.

Represented an educational publishing company in its acquisition by one of the nation's largest non-profit organizations.

Represented a Fortune 100 technology distribution company in a major business process outsourcing engagement involving transfer of numerous functions across three "towers" (finance, sales and product management) to two major outsourcing service providers with facilities in India and Philippines.

Represented a Fortune 100 technology manufacturer in a major business process outsourcing engagement involving transfer of numerous functions in the customs processing and governmental relations area; transaction involved transfer of intellectual property and employees in numerous locations world-wide.

Represented a data management and data protection solution provider in the negotiation of a manufacturing outsourcing agreement.

Represented an offshore outsourcing company that provides multi-channel customer and technical support, business process outsourcing, and concierge services with their outsourcing agreements.

Represented biotechnology companies in the negotiation of master service agreements for pre-clinical trials.

Represented an enterprise e-commerce provider in teaming agreements with subcontractors for significant international bid proposals.

Represented an information-services company that provides media and market intelligence solutions in the negotiation of a services agreement for software application development and management.

Represented a national media conglomerate in a major business process outsourcing engagement involving national consolidation and transfer of finance and accounting functions to major outsourcing service provider.

Represented a national media conglomerate in multiple information technology outsourcing transactions with respect to IT infrastructure and application development and management.

Represented a leading contract manufacturer in an OEM manufacturing agreement with

Fortune 100 personal computer manufacturer.

Represented a leading Indian call center and business process outsourcing service provider in numerous transactions with large US-based customers.

### **HONORS**

- Leading Lawyers for Business in the IT and IT Outsourcing field in California, Chambers USA, 2011
- Legal 500, 2010, 2011

### **ARTICLES**

- "An Annotated Letter of Intent for Corporate Acquisitions," California Business Law Practitioner (2004)
- "Business Process Outsourcing: What's It All About?" California Business Law Practitioner (2003)
- "Drafting LLC Operating Agreements Under the Check-the-Box Regime: Annotated Drafting Checklist," California Business Law News (1999)
- "Is a California LLC the Answer? Revisiting Choice-of-Entity Issues for a Start-Up Business" (1996)

### **SPEECHES**

- "How to Become an Investor Magnet," Silicon Valley Association of Startup Entrepreneurs (2011)
- "Cloud Computing: A Multi-Disciplinary View," IEEE Gold Santa Clara Valley (2011)
- "Raising Your First Round of Venture Capital," Silicon Valley Association of Startup Entrepreneurs (2011)
- "Social Media and Gaming = Customer Acquisition and Retention," Association of Corporate Growth, Silicon Valley (2010)
- "Legal Process Outsourcing: Opportunities and Challenges," Palo Alto Bar Association (2009)
- "Market for Digital Media: Venture Capital Outlook," Sheppard Mullin Digital Media Law Forum (2009)
- "Legal Process Outsourcing: An Idea Before Its Time or Just In Time," International Law Technology Association Annual Conference (2009)
- "Rockstar Revolution: Emerging Trends in Digital Music Distribution," Sheppard Mullin Digital Media Law Forum (2009)
- "What Entrepreneurs Need to Know About Intellectual Property and Corporate Law," Organization of Pakistani Entrepreneurs (2008)
- "Year 2020: Future of the Legal Profession," NASABA Annual Conference (2007)
- "Alternative Paths to Liquidity - Secrets to Success," World Financial Symposium (2007)
- Moderator, Panel on "New Frontiers of Entrepreneurship," TIEcon 2007 (2007)
- "Engaging in a South Asia Practice," NASALSA Annual Conference (2007)
- "Reverse Mergers & PIPES: An Alternative Liquidity Path," Gathering of Eagles Conference (2007)
- "Stories From the Front Lines: Cross Border Operations," TIEcon 2006 (2006)
- "Legal Issues For Entrepreneurs," Regular panelist in continuing entrepreneur education series, TIE Silicon Valley (2003-2006)

- "What Entrepreneurs Need to Know About Angel and Venture Capital Financing," one hour interview on "Basically Business" show on BridgesTV (2006)
- "Fundamentals of Acquisition Transactions," Program Co-Chair, Lorman Education (2005)
- "IT Outsourcing: Implementation Strategies For Early Stage Ventures," TIE Seattle (2005)
- "Planning For and Implementing the Liquidity Event," Minaret Business Association (2004)
- "Outsourcing to India," TIE Seattle (2003)
- "Protecting Your Crown Jewels: What Emerging Companies Need to Know About Intellectual Property," ICCI Annual Conference (2002)
- "Use of LLCs as Joint Venture and Investment Vehicles," California Continuing Education of the Bar Program (2002)
- "Recent Developments In LLC Law," State Bar of California Program (1997)
- "Drafting Partnership and LLC Agreements," State Bar of California Program (1997)

**EVENTS**

- Developing Applications for Mobile Devices
- Third Thursday Emerging Company Webinars
- Outsourcing and Offshoring for Emerging Companies