



Michael S. Umansky

Partner

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PRACTICE AREAS

- Corporate

INDUSTRIES

- Climate Change and Clean Technology
- Digital Business
- Emerging Growth/Venture Capital
- Life Sciences
- Private Equity

OVERVIEW

Mr. Umansky is a partner in the Corporate Practice Group in the firm's Del Mar Heights office and is the former co-chair of the firm's Emerging Growth/Venture Capital team.

Areas of Practice

Mr. Umansky practices corporate law with a concentration on emerging growth and established technology, clean technology, and life sciences companies, venture capital and private equity investors, and entrepreneurs. Mr. Umansky has extensive experience in venture capital financings, strategic collaborations, commercial contracts, technology licensing, mergers and acquisitions, public securities offerings, and public company reporting and counseling. Prior to joining Sheppard Mullin, Mr. Umansky was a partner with a prominent national law firm. Mr. Umansky also has significant business experience, having served as vice president and general counsel for Linspire, Inc., a developer of Linux-based operating system software and services (acquired by Xandros, Inc.), and Gizmo5 Technologies, Inc., a venture-backed Internet telephony company (acquired by Google Inc.). He is a member of the San Diego Venture Group, CONNECT and the American and San Diego County bar associations. Mr. Umansky is also a member of TechAmerica's San Diego Council Executive Committee, Co-Chair of its Finance Roundtable and past chair of its Emerging Growth Task Force.

EDUCATION

- J.D., University of California, Berkeley, Boalt Hall School of Law, 1993, Associate Editor, *California Law Review*
- B.S., University of California, Los Angeles, 1990, *summa cum laude*, Phi Beta Kappa

ADMISSIONS

- California

EXPERIENCE

Representative Private Financing Transactions

- 5i Sciences, Inc: Represented the company in connection with a \$500,000 seed financing.
- Accentcare, Inc.: Represented the company in connection with a \$12,000,000 Series B preferred stock financing.
- Accentcare, Inc.: Represented the company in connection with a \$24,500,000 Series C preferred stock financing.

- Aesthetic Therapies Institute, Inc.: Represented the company in connection with a \$500,000 bridge loan.
- Arizeke Pharmaceuticals, Inc.: Represented the company in connection with a \$16,800,000 Series C preferred stock financing.
- Assistmatch: Represented the company in connection with a \$250,000 Series A preferred stock financing.
- Avalon Ventures/AwarePoint Corporation: Represented Avalon Ventures in convertible note and warrant financing of AwarePoint Corporation.
- Avalon Ventures/MOGL Loyalty Services, Inc.: Represented Avalon Ventures in connection with Series B preferred stock financing of MOGL Loyalty Services, Inc.
- Avalon Ventures/Proximal Data, Inc.: Represented Avalon Ventures in connection with the incorporation and bridge financing of Proximal Data, Inc.
- Avalon Ventures/SparkPlate, Inc.: Represented Avalon Ventures in connection with the incorporation and bridge financing of SparkPlate, Inc.
- Ceptyr, Inc.: Represented the company in connection with a \$15,000,000 Series C preferred stock financing.
- Chartone, Inc.: Represented the company in connection with a \$24,000,000 Series E preferred stock financing.
- Chartone, Inc.: Represented the company in connection with a \$24,000,000 common stock and warrant financing.
- Conforma, Inc.: Represented the company in connection with a \$1,000,000 Series A-1 preferred stock and warrant financing.
- Conforma, Inc.: Represented the company in connection with a \$15,000,000 Series C preferred stock financing.
- Energy Innovations: Represented company in connection with its Series B preferred stock financing.
- Forward Ventures/Ambit Biosciences: Represented Forward Ventures and other investors in connection with a \$2,000,000 secured bridge loan to Ambit Biosciences.
- Forward Ventures/Arizeke Pharmaceuticals, Inc.: Represented Forward Ventures and other investors in connection with a \$2,800,000 secured bridge loan to Arizeke Pharmaceuticals, Inc.
- Forward Ventures/Sagres Discovery: Represented Forward Ventures and other investors in connection with a \$3,000,000 secured bridge loan to Sagres Discovery.
- Gizmo5 Technologies, Inc.: Represented the company in connection with a \$2,500,000 venture debt financing.
- Gizmo5 Technologies, Inc.: Represented the company in connection with a \$3,000,000 bridge loan.
- Legend 3D: Represented the company in connection with its Series E-1 financing.
- Legend 3D: Represented the company in connection with its convertible note and warrant bridge financing.
- Legend 3D: Represented the company in connection with its \$19,000,000 Series E-2 preferred stock financing.
- Linspire, Inc.: Represented the company in connection with its managed private placement through UBS.
- Linspire, Inc.: Represented the company in connection with its \$4,000,000 Series A-1 financing.

- Merchandising Avenue: Represented the company in connection with a \$900,000 bridge loan.
- Merchandising Avenue: Represented the company in connection with a \$4,135,000 Series A preferred stock financing.
- Merchandising Avenue: Represented the company in connection with a \$750,000 Series B preferred stock financing and debt restructuring transaction.
- Metallic Power: Represented the company in connection with a \$6,600,000 Series B preferred stock financing.
- Metallic Power: Represented the company in connection with a \$18,000,000 Series C preferred stock financing.
- Metallic Power: Represented the company in connection with a \$13,500,000 Series D preferred stock financing.
- Nonstop Solutions, Inc.: Represented the company in connection with a \$4,170,000 Series G preferred stock financing.
- Nuvasive, Inc.: Represented the company in connection with a \$2,200,000 bridge loan.
- Nuvasive, Inc.: Represented the company in connection with a \$12,000,000 Series B preferred stock financing.
- Nuvasive, Inc.: Represented the company in connection with a \$3,000,000 Series C preferred stock financing.
- Nuvasive, Inc.: Represented the company in connection with a \$1,500,000 bridge loan.
- Nuvasive, Inc.: Represented the company in connection with a \$30,000,000 Series D preferred stock financing.
- Nuvasive, Inc.: Represented the company in connection with a \$15,000,000 Series D-1 preferred stock financing.
- Proximal Data, Inc.: Represented the company in connection with convertible note financing.
- QuestMark Partners: Represented QuestMark Partners in connection with a \$10,000,000 series C investment in Ensenda, Inc.
- Sorrento Networks: Represented the company in connection with a \$50,000,000 Series A preferred stock financing.
- Trooval.com, Inc.: Represented the company in connection with Series A-1 preferred stock financing.
- Trooval.com, Inc.: Represented the company in connection with Series B preferred stock financing.
- Trooval.com, Inc.: Represented the company in connection with convertible note financing.
- Uwanna, Inc.: Represented the company in connection with convertible note financing.

Representative Mergers and Acquisition Transactions

- Accentcare, Inc.: Represented the company in connection with its \$1,600,000 acquisition of Comprehensive Home Care, Inc.
- Anakam, Inc.: Represented the company in its sale to Equifax Inc.
- Chartone, Inc.: Represented the company in its \$11,000,000 acquisition of Electronic Health Information, Inc.
- Chartone, Inc.: Represented the company in its \$7,500,000 acquisition of Moms Desk Commerce Corporation.

- Douglas E. Barnhart, Inc.: Represented the company in its \$116,000,000 acquisition by Heery International, Inc.
- Endocare, Inc.: Represented the company in its \$20,000,000 disposition of its cardiac product line to Cryocath Technologies, Inc.
- Endocare, Inc.: Represented the company in its \$36,000,000 acquisition of Timm Medical Technologies, Inc.
- Endocare, Inc.: Represented the company in its \$2,000,000 disposition of its urological prostheses product line to American Medical Systems, Inc.
- Endocare, Inc.: Represented the company in its \$2,700,000 disposition of its urinary incontinence product lines to SRS Medical Corp.
- Eplica, Inc.: Represented the company in its acquisition of assets of Abigail Abbott Staffing Services.
- Eplica, Inc.: Represented the company in its acquisition of assets of Contractor's Employment Services, Inc.
- Hunter Industries Incorporated: Represented the company in connection with its acquisition of FX Luminaire, Inc.
- Integrated Revenue Management, Inc.: Represented the company in its acquisition by Analytix on Demand, Inc.
- Ipivot: Represented the company in its \$500,000,000 acquisition by Intel Corporation.
- Nonstop Solutions, Inc.: Represented the company in its \$10,000,000 acquisition of Supply Chain Solutions, Inc.
- Nonstop Solutions, Inc.: Represented the company in its \$8,000,000 acquisition of D.P. Hamacher & Associates, Inc.
- Nonstop Solutions, Inc.: Represented the company in its acquisition of Evant, Inc.
- Novex: Represented the company in its \$66,000,000 acquisition by Invitrogen Corporation.
- Samba Holdings, Inc.: Represented the company in its acquisition by private equity firm Cerca Group.
- Silicon Systems, Inc.: Represented the company in its sale to Western Digital Corporation.
- University Netcasting: Represented the company in its \$8,000,000 acquisition by Student Advantage.
- Represented sellers of major international irrigation equipment and products manufacturer in \$82 million sale to John Deere.
- Represented special committee of the Board of Directors in management buy out of an invention and design services company.

Representative Public Securities Transactions

- Ligand Pharmaceuticals, Inc.: Represented the company in connection with a \$50,000,000 zero coupon note conversion transaction.
- Linspire, Inc.: Represented the company in its initial public offering filings.
- Robertson Stephens, Inc.: Represented BancBoston Robertson Stephens, Inc., Banc of America Securities LLC, Paine Webber Incorporated and First Union Capital Markets in the \$40,000,000 initial public offering of Charlotte Russe Holding, Inc.

HONORS

- Legal 500 US, Venture Capital and Emerging Companies, 2011
- Top Attorney 2011, Corporate Transactional, *San Diego Daily Transcript*

MEMBERSHIPS

- American Bar Association
- San Diego County Bar Association
- Tech Coast Angels
- U.C.S.D. Connect
- Association of Corporate Counsel
- TechAmerica, San Diego Council, Executive Committee, 2007 to present
- TechAmerica, San Diego Council, Finance Roundtable, Co-Chair, 2007 to present
- TechAmerica, San Diego Council, Emerging Growth Task Force, Chair, 2002 to 2004

ARTICLES

- Smartphone Wars: Data Ownership, Access And Storage In The New Era, *Journal of Legal Technology Risk Management*, Fall 2009

SPEECHES

- Mr. Umansky speaks regularly on topics of interest to emerging company executives and investors. Representative speaking engagements include:
- Speaker, "Angel investing and VC outlook: trends and tips for SD start-ups," Connect Frameworks Workshop, San Diego, April 27, 2011
- Panelist/Judge, Funding Universe CrowdPitch Program, San Diego, October 21, 2010
- Speaker, "Alternative Financing: What's Available And How Do You Get it?" Connect Frameworks Workshop, San Diego, April 21, 2010
- Speaker, "Show Me The Money" Or At Least Where To Find It!--How cleantech companies can find the cash they need to succeed in a down economy," TechAmerica/Sheppard Mullin, San Diego, July 31, 2009
- Moderator, "By The Numbers - The CFO Guide to Effective Board Meetings," American Electronics Association, San Diego, June 24, 2008
- Speaker, "Biotechnology Ventures: Beyond the Basics," National Business Institute, San Diego, California, May 21, 2008
- Speaker, "What Every GC Should Know About Shareholder Activism," ALM's 5th Annual General Counsel West Coast Conference, San Francisco, California, November 15, 2007
- Speaker, VentureForth at UCSD Entrepreneur Conference, La Jolla, California, 2003