



## Adam Shipley

Associate

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### PRACTICE AREAS

- Corporate

### OVERVIEW

Mr. Shipley is an associate in the corporate securities practice group in the firm's Del Mar office.

### Areas of Practice

Mr. Shipley practices corporate and securities law. His transactional experience includes mergers, asset purchases and commercial contracts. Mr. Shipley's securities experience includes 1933 Securities Act registrations, 1934 Exchange Act compliance (including preparation of 10-Qs, 10-Ks and proxy statements), tender offers, PIPEs and stock exchange listing rules compliance (including the New York Stock Exchange, NYSE Amex and NASDAQ exchanges).

### Community Involvements

- United Way of San Diego Community Impact Committee
- Co-Chair of the Carmel Valley Section of the San Diego County Bar Association

### EDUCATION

- J.D., Notre Dame Law School, 2006, *cum laude*
- B.A., Vanderbilt University, 2003, *cum laude*, Honors in Political Science

### CLERKSHIPS

- Mr. Shipley clerked for the Honorable Federico A. Moreno in Miami, Florida from 2007 to 2008. Judge Moreno is the Chief United States District Judge of the Southern District of Florida.

### ADMISSIONS

- California

### EXPERIENCE

#### Securities Reporting

- Advised public company clients on compliance matters under the Securities Act of 1933, Securities Exchange Act of 1934 and stock exchange listing rules. Representative clients include Northrop Grumman Corporation (NYSE:NOC), CSR plc (LON:CSR), RadNet, Inc. (NASDAQ:RDNT), Cardium Therapeutics, Inc. (AMEX:CXM), NTN Buzztime, Inc. (AMEX:NTN), Overland Storage, Inc. (NASDAQ:OVRL), Lenco Mobile Inc. (OTC:LNCM) and Etelos, Inc. (OTC:ETLO).

**Mergers & Acquisitions**

- Represented SiliconSystems, Inc., a manufacturer of solid state memory devices, in connection with its \$65 million sale to Western Digital Corporation.
- Represented Pomeroy IT Solutions, Inc., a provider of information technology products and services, in connection with its sale to Platinum Equity, LLC. Sale was completed at \$6.50 per share after a competitive bidding process.
- Represented Hunter Industries Incorporated, a manufacturer of irrigation equipment, in its acquisition of FX Luminaire, Inc., a manufacturer of landscape lighting fixtures.
- Represented Lenco Mobile Inc. (OTC:LNCM), a provider of internet and mobile phone advertising solutions, in its acquisition of assets from Superfly Advertising, Inc.
- Represented Eplica, Inc., a provider of contract labor, in its acquisition of assets from Contractor's Employment Services, Inc., a company providing competing services in Arizona.
- Represented a private investor in connection with the acquisition of three franchised restaurants in San Diego County.

**Securities Transactions**

- Represented Open Energy Corporation in connection with a \$4.7 million PIPE financing through the sale of warrants to The Quercus Trust.
- Represented HealthSport, Inc. (OTC:HSPO) in connection with a \$10 million financing through the sale of 66 million shares of common stock to Supplemental Manufacturing & Ingredients, LLC.
- Represented Overland Storage, Inc. (NASDAQ:OVRL) in connection with a \$3.8 million registered public offering of common stock.
- Represented a startup medical technology company in connection with its initial round of financing.
- Represented Etelos, Inc. (OTC:ETLO) in connection with a \$3.3 million financing through the sale of debentures, warrants and common stock.
- Represented Trooval.com, Inc. in connection with its sale of Series A-1 preferred stock to venture capital firm North Bridge Venture Partners.

**ARTICLES****Corporate & Securities Law Blog Articles**

- "Smaller Reporting Companies Given Additional Time to Comply with Auditor Attestation Report on Internal Control over Financial Reporting," October 5, 2009
- "SEC approves NYSE Rule change regarding Broker Non-Votes," July 15, 2009