



Pauline C. Ung

Associate

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PRACTICE AREAS

- Corporate

INDUSTRIES

- Digital Business
- Emerging Growth/Venture Capital
- Private Equity

OVERVIEW

Pauline C. Ung is a senior associate in the Corporate Practice Group of Sheppard, Mullin, Richter & Hampton LLP's Santa Barbara, CA office.

Areas of Practice

Ms. Ung's practice focuses on public and private securities offerings, mergers & acquisitions, corporate finance, technology transactions, venture capital, corporate governance, and general corporate, securities and business advice to clients. Ms. Ung counsels clients ranging from individuals and privately held companies to large publicly-traded corporations in various industries, including private equity, hedge fund, technology, manufacturing, professional services, commercial real estate and entertainment.

Prior to joining the firm, Ms. Ung practiced at Schulte Roth & Zabel LLP in New York City, primarily representing private equity firms and hedge funds in mergers & acquisitions and securities transactions.

Ms. Ung has also held in-house counsel positions at two publicly-traded companies, where she provided legal advice to the board and senior executive management with respect to a variety of legal matters (including Sarbanes-Oxley and securities law compliance, executive compensation, shareholder, employment, intellectual property, marketing and litigation matters) and implemented a uniformed, global legal framework for structuring commercial transactions with customers and strategic partners in the U.S., U.K., Australia, Germany and Japan.

EDUCATION

- J.D., Benjamin N. Cardozo School of Law, 1998, Editor, *Cardozo Arts and Entertainment Law Journal*
- B.A., State University of New York at Binghamton, 1993

ADMISSIONS

- California
- New York

LANGUAGES

- Mandarin Chinese

EXPERIENCE

Representative Transactions

- Represented private equity sponsor and portfolio company in initial public offering of approximately \$800 million of common stock on the NYSE.
- Represented paper manufacturer in a high yield (Rule 144A/Regulation S) offering and subsequent exchange offer of approximately \$456 million of notes.
- Represented private equity sponsor and portfolio company in initial public offering of approximately \$300 million of common stock on the NYSE (withdrawn).
- Represented NASDAQ-listed national women's clothing retailer in an underwritten secondary offering of approximately \$43 million of common stock.
- Handled hedge fund's sale of approximately \$88 million of common stock of AMEX-listed issuer through underwritten secondary offering.
- Represented private equity firm in an approximately \$1.1 billion going private and leveraged buyout of Aeroflex Incorporated.
- Handled private equity firm's bids for acquisition of two student loan companies for an aggregate purchase price of approximately \$950 million and for acquisition of two voting machine companies for an aggregate purchase price of approximately \$100 million.
- Represented real estate fund in its investment of approximately \$100 million convertible debentures and equity in roll-up of commercial real estate company.
- Represented real estate fund in its investment of approximately \$70 million convertible debentures and equity in roll-up of commercial real estate company specializing in hotel properties.
- Handled newly-formed private equity fund's acquisition of two hospitals in the Los Angeles area for approximately \$35 million.
- Represented InterWorld Corporation and ION Networks, Inc. in various commercial transactions, including negotiation of licensing and professional services agreements, distribution and reseller agreements, and strategic alliance and joint development agreements.