



James J. ("Jerry") Slaby

Of Counsel

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PRACTICE AREAS

- Corporate

INDUSTRIES

- Emerging Growth/Venture Capital
- Energy
- Technology

OVERVIEW

James J. ("Jerry") Slaby is of counsel in the Corporate Practice Group in the firm's San Francisco office. Mr. Slaby is the former Chairman of the Firm's Corporate Practice Group.

Areas of Practice

Mr. Slaby's practice is concentrated in the representation of public and private companies in all phases of commercial transactions, including state and federal securities law matters, registration of securities offerings, mergers and acquisitions, international transactions, joint ventures, representation of emerging growth companies and venture capital financings. He has also served as an expert witness in litigation concerning federal securities law issues. Mr. Slaby has represented clients before the Securities and Exchange Commission and the California Commissioner of Corporations. Mr. Slaby has also extensively and actively supervised civil litigation matters as General Counsel to public and private corporations. He has attended, as counsel, over 300 public company board of directors meetings.

Mr. Slaby has represented, as lead counsel (i) a NYSE-listed company in its \$700 million merger with another NYSE-listed company, (ii) a NYSE-listed company in its \$1.7 billion unsolicited offer for control of another public company, (iii) the issuer in a \$115 million Rule 144A debenture offering, (iv) a NYSE-listed company in a \$100 million acquisition (v) a large British public company in the \$250 million sale of its U.S. subsidiary, and \$200 million sale of its Canadian subsidiary (vi) a U.S. corporation in the \$130 million sale of its Japanese subsidiary and (vii) a family-owned business in its \$105 million sale to a NYSE-listed company.

During September 1991 through July 1993, Mr. Slaby served as the Managing Partner of the Los Angeles office of Baker & McKenzie. He also served as a member of Baker & McKenzie's Policy Committee.

EDUCATION

- J.D., University of Minnesota
- B.S., University of South Dakota

EXPERIENCE

Transaction Experience

'33 Act registrations, including initial public offerings and secondary offerings (primary

responsibility for approximately 20 public offerings)

Mergers, acquisitions and dispositions of both private and public companies - (primary responsibility for over 150 transactions)

Representation of acquiring corporation in an unsolicited offer for control of a public company

Proxy fights

Numerous private placements of equity and debt securities

'34 Act matters; proxy material, periodic reporting, tender offers

Anti-takeover defenses, including implementation of several shareholder rights plans

Representation of parties charged by the SEC with insider trading activities and other federal securities laws violations

Expert witness in litigation concerning federal securities laws issues

Representation of outside directors in going private transactions

Exchange of securities of public companies

Reincorporation of public California corporations in Delaware and California (including registration of securities)

Joint venture arrangements

Negotiation of contracts with/for Hong Kong, Japanese, Malaysian, Dutch, German, Italian, Brazilian and French companies

Licensing (software and other technology) agreements

Negotiation of numerous complex corporate, financial and loan agreements

HONORS

- Northern California Super Lawyer, *San Francisco Magazine*, 2007, 2008 and 2009
- Southern California Super Lawyer, *Los Angeles Magazine*, 2005 and 2006

MEMBERSHIPS

- Member, California State Bar Association
- Member, Bar Association of San Francisco
- Member, Los Angeles County Bar, Executive Committee, Business and Corporations Law Section, 1987-1990, 1992-1995
- Member, Los Angeles County Bar, Steering Committee of the 26th and 27th Annual Securities Regulation Seminar, October 1993 and 1994
- Board of Directors, Legal Aid Foundation of Los Angeles, 1981-1985