



JASON R. SCHENDEL

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PRACTICE AREAS

- Corporate

INDUSTRIES

- Climate Change and Clean Technology
- Digital Business
- Emerging Growth/Venture Capital
- Entertainment, Media and Technology
- Financial Services
- Life Sciences
- Private Equity
- Video Game

OVERVIEW

Mr. Schendel is a senior attorney in the Corporate Practice Group in the firm's Palo Alto and San Francisco offices.

Areas of Practice

Mr. Schendel's practice focuses on advising public and private companies in mergers & acquisitions, securities offerings, corporate governance, SEC reporting, and general corporate matters. Mr. Schendel also has extensive experience working with private equity funds in connection with fund formation, general fund operating matters, and buy-side M&A.

Prior to joining Sheppard Mullin, Mr. Schendel had been General Counsel of Entelos, Inc., a privately held life sciences company. Earlier in his career, Mr. Schendel had practiced in the Silicon Valley offices of international law firms including Simpson Thacher & Bartlett, Shearman & Sterling, and Heller Ehrman / Venture Law Group.

EDUCATION

- J.D., Columbia Law School, 2002, Harlan Fiske Stone Scholar
- B.S.B., University of Minnesota, 1996, Evans Scholar, Dean's List

ADMISSIONS

- California

LANGUAGES

- Mandarin Chinese

EXPERIENCE

Following are some representative client/matters:

M&A representations:

- Oclaro, Inc. in connection with its acquisition of Xtellus, Inc.
- Virage Logic Corporation in connection with its acquisition of ARC International plc.
- support.com in connection with the sale of its enterprise software business to Consona Corporation.

- Wavecom S.A. in connection with (i) the friendly takeover bid announced by Sierra Wireless, Inc. for €218 million and (ii) defending against a hostile takeover bid previously launched by Gemalto.
- Foundry Networks, Inc. in connection with the sale of the company to Brocade Communications Systems, Inc.
- Belden Inc. in connection with its acquisition of Trapeze Networks, Inc.
- Instill Corporation in connection with the sale of the company to iTradeNetwork, Inc., a privately-held company majority owned by Accel-KKR.
- Seagate Technology in connection with its acquisition of MetaLINCS.
- AkaRx, Inc. in connection with its sale to MGI PHARMA, Inc.
- VG Holding Corp. in connection with its acquisition of Pandemic Group, LLC and BioWare Corp and Elevation Partners in connection with its investment in VG Holding Corp, which was subsequently purchased by Electronic Arts in 2007 for \$860 million.
- Babcock & Brown LP in its establishment of a joint venture with The Gates Group LLC and the acquisition by such joint venture of Imperial Parking Corporation.
- Hellman & Friedman in connection with its acquisition of Activant Solutions, Inc.
- Nokia Corporation in connection with its acquisition of certain assets of Tahoe Networks, Inc.

Capital Markets representations:

- Morgan Stanley, Credit Suisse First Boston and the other underwriters of the \$1.6 billion IPO of Google Inc.
- SunPower Corporation in connection with its simultaneous underwritten public offerings of \$227 million of class A common stock and \$230 million of senior convertible debentures.
- Total S.A. in connection with its (i) \$45 million preferred stock investment in Konarka Technologies, Inc. and (ii) preferred stock investment in Gevo, Inc.
- Macrovision Corporation in connection with its offering of senior notes, issued in connection with the financing of its acquisition of Gemstar-TV Guide International, Inc.
- CreditCards.com, Inc. in connection with its proposed initial public offering.
- Credit Suisse First Boston and Citigroup in connection with the IPO of Fastclick.
- Daiwa Securities and the other underwriters of the IPO of Medicinova.
- Merrill Lynch & Co., JPMorgan and the other underwriters of the IPO of Kinetic Concepts, Inc.
- Morgan Stanley and the other underwriters of the IPO of iPass.
- Morgan Stanley and the other initial purchasers in connection with the offering of senior subordinated notes of Kinetic Concepts, Inc
- Wachovia Securities and Merrill Lynch in connection with the offering of senior subordinated notes of Perry Ellis International, Inc.
- Norske Skog Canada Limited in connection with its offering of senior notes, along with the subsequent exchange offer related to those notes.
- Credit Suisse First Boston and Goldman, Sachs & Co. in connection with the offering of convertible subordinated notes of FEI Company.
- Credit Suisse First Boston in connection with the offering of convertible subordinated notes of Ask Jeeves, Inc.
- Merrill Lynch & Co. and the other underwriters in connection with the offering of Premium Equity Participating Security Units of Teekay Shipping Corporation.
- Goldman, Sachs & Co. and the other initial purchasers in connection with the offering of senior secured notes of Sanmina-SCI Corporation.

Fund Formation representations:

- Hellman & Friedman in connection with the formation of Hellman & Friedman Capital Partners VI, L.P., an \$8 billion private equity fund.
- Babcock & Brown
- Crimson Capital Partners III, L.P.

Representative SEC representations:

- Virage Logic Corporation
- SunPower Corporation
- support.com, Inc.
- Monolithic Power Systems
- Oclaro, Inc.
- ZipRealty.com, Inc.

ARTICLES

- SEC Leader Signals Revised Rules, *The Recorder*, May 19, 2011

Corporate & Securities Law Blog Articles

- "President Obama Signs JOBS Act: Landmark Reform for Small and Emerging Growth Companies Now Law," April 5, 2012
- "Senate Passes Modified JOBS Act - Regulatory Reform for Small and Emerging Growth Companies Speeds Closer to Fruition," March 26, 2012
- "SEC Considering New Regulations Governing Capital Formation for Smaller Companies, Crowdfunding, Social and Other New Media," April 21, 2011
- "SEC's Proposed New Reporting Rules for Institutional Investment Managers," December 9, 2010