

## **CORPORATE**

One of the firm's core strengths, our Corporate practice, assists clients throughout the United States and abroad in maximizing their business opportunities. We represent clients that range from private to public companies and from startups and emerging businesses to international corporations. We are proud to offer **CRADLE TO LIQUIDITY®** services.

We provide general business legal advice, assist in structuring and implementing major transactions, prepare agreements to address unique business arrangements and consult with clients to resolve major business and ownership issues. We handle such matters as initial and later stage venture and other financings; leveraged buyouts and recapitalizations; public offerings; mergers and acquisitions; SEC compliance; private equity transactions; real estate capital markets transactions; corporate, LLC and partnership formation; and corporate partnering, joint venture and other strategic alliance arrangements. Because of our diverse client base, we have experience representing substantial entities in complicated multinational and multi-state transactions, as well as advising smaller and emerging clients on the full spectrum of business matters.

### **Mergers and Acquisitions**

Sheppard Mullin offers its clients a savvy and talented group of M&A attorneys that "do deals" throughout the United States and overseas. We have extensive experience in advising clients ranging from individuals and small privately held businesses to private equity firms and multinational corporations on all types of M&A transactions, including mergers, purchases and sales of stock and assets, management buyouts, recapitalizations and other corporate restructurings. Our attorneys have been involved in transactions which have been both friendly and hostile, have advised both foreign and domestic participants on cross border transactions and have utilized a myriad of acquisition structures and forms of consideration to help accomplish our clients' goals.

Our attorneys represent bidders, target companies, investment bankers, financial advisors and many others that participate in M&A transactions. We have also been engaged on numerous occasions to serve as special counsel to boards of directors and to independent director committees. While our Corporate lawyers generally coordinate all aspects of M&A representation, they work closely with lawyers in other areas of the firm's practice to provide critical support for today's complex transactions.

### **Securities Law and Corporate Finance**

Sheppard Mullin has an active securities and corporate finance practice involving the issuance of securities in registered public offerings and private placements, including venture capital investments and other exempt transactions. We have served as counsel to a variety of issuers/securities underwriting firms and investment banking firms in connection with initial and other public and private offerings of securities. Our attorneys have participated in all aspects of the private placement of securities, representing issuers, private placement agents, equity funds, institutional investors and venture capital firms in every type of private financing transaction, including seed financing angel investments, venture capital financing, later stage equity or mezzanine financing, PIPES and private debt financing. The hands-on experience of our attorneys in a wide variety of offerings gives us the ability to develop creative solutions to problems encountered in the course of any securities transaction.

### **Start-ups, Emerging Companies and Venture Capital**

The starting point for any business is the choice of the legal entity, which requires a careful evaluation and understanding of the proposed business, as well as its near and long term goals. This process includes a variety of considerations ranging from choice of jurisdiction, capital requirements and financing structure to securities law compliance and potential exit strategies. Our Corporate attorneys have structured, organized and documented all types of legal entities in California, Delaware and other states and foreign countries, including for-profit and not-for-profit corporations, limited and general partnerships and joint ventures and limited liability partnerships and companies.

Sheppard Mullin is a leading law firm in the representation of emerging and high growth companies. Our attorneys have formed thousands of new companies in a variety of industries. We have worked with clients ranging from entrepreneurs to veteran managers, venture capitalists and strategic investors, as well as domestic and international companies. Our attorneys have also assisted with a wide range of legal services geared toward development and growth of our clients such as the review of business plans and the evaluation of key strengths and weaknesses; employment agreements, employee incentive plans, employee benefits and employment law compliance; angel financings, venture capital financings, equipment financing and joint development arrangements; patent, copyright, trademark and licensing matters; joint ventures and strategic partnerships; and mergers, acquisitions, IPOs and liquidity fundings.

### **Public Companies - Corporate Governance and '34 Act Compliance**

Sheppard Mullin has extensive experience in all areas of regulatory compliance and disclosure under the Securities Exchange Act of 1934 and capital formation under the Securities Act of 1933. Our expertise includes ongoing securities counsel to public companies and their directors, officers and other affiliates relating to their obligations under federal and state securities laws. We regularly advise public companies and their affiliates on periodic filings with the Securities and Exchange Commission, public disclosure issues, securities transaction policies, compliance with the short swing profit provisions of Section 16 of the Securities Exchange Act of 1934, compliance with Rule 144 under the Securities Act of 1933 and other similar matters. Our attorneys are expert on all aspects of Sarbanes-Oxley as well.

Additionally, we advise on issues pertaining to general disclosure matters, including press releases, dealing with industry analysts and advice on listing, reporting and compliance by public companies with various securities exchanges and the FINRA.

### **Private Companies and Family Owned Business**

Our firm has provided the full spectrum of legal counsel to family owned and other private companies for more than 75 years. We represent business entities from all industries and at every stage of development and succession. Family owned and private companies have long been an important part of Sheppard Mullin's practice, and over the years we have cultivated the experience necessary to help these businesses align and balance the sometimes competing objectives of effective corporate governance, financial success, family harmony and personal development.

We believe that it is critical to understand and address the full range of needs and goals of the family owned and private companies we represent. Our attorneys work with family members and management to design and achieve their goals by providing legal services and assisting in locating and engaging other advisors who can contribute to the success of the business. Many of the legal services we offer, including critically important tax and estate planning services, are specially tailored to family owned and other closely held businesses. Our attorneys serve in the role of an experienced and trusted advisor, guiding clients through the often complex and unique challenges that they confront.

### **International**

Our attorneys advise a host of international clients on their inbound and outbound transactions, corporate structures, tax, operating agreements, antitrust and competition issues, technology, communications, immigration and employment matters to ensure the optimal legal foundation for an enterprise with expanding borders. We represent a significant number of foreign clients including commercial entities, emerging companies, financial institutions and individuals based throughout the world. We also work with foreign lawyers, accountants and advisors to ensure that there is proper coordination among all professionals to ultimately attain the client's goals.

The firm opened an office in Shanghai in 2007. The Shanghai Office serves as the center of the Firm's Asia practices. The Office handles international matters involving not only China but also Hong Kong, Taiwan, Korea, Japan, Singapore, the Philippines, and other markets in the region.

## **Partnering, Joint Ventures and Strategic Alliances**

Sheppard Mullin has advised clients with respect to a broad range of transactions involving various types of "corporate partnering" and strategic relationships. In particular, we have special expertise in structuring and negotiating joint ventures and strategic alliances (whether in corporate, limited liability company, partnership, contractual or other form of joint enterprise or through strategic contracts and licenses) for resource and product acquisition, distribution, development, infrastructure development, market penetration and risk sharing purposes, as well as all related ancillary agreements, such as marketing, distribution, license and supply agreements. While our corporate lawyers generally coordinate all aspects of joint venture and strategic alliance representation, through our Strategic Alliance practice they work closely with lawyers in other areas such as antitrust, government contracts and tax in order to provide broad support for these critical arrangements. Structuring and negotiating these very complicated transactions requires, in addition to legal guidance and counseling, substantial business experience; all of which we have garnered through the depth of our experience in these transactions.

## **Tax**

Sheppard Mullin assists clients in structuring transactions and planning business affairs in order to reduce income, sales, transfer, property and other taxes. A sampling of the matters we handle includes:

- Taxable and tax free mergers, acquisitions and sales
- Venture capital financing and business formation
- Private equity transactions
- Choice of entity and combinations of entities, including C corporations, S corporations, limited liability companies, general and limited partnerships, REITs and cooperatives
- Joint ventures and strategic alliances
- Foreign investment in the United States
- Expansion of U.S. businesses abroad

Our goal is to help our clients achieve their business objectives with practical and effective tax reduction planning. In conjunction with the firm's Litigation attorneys, we have also handled tax related matters in state and federal courts and before the United States Tax Court.

## **Employee Benefits and Executive Compensation**

Both public and privately held companies are faced with creating compensation programs for employees and executives in order to attract and retain crucial talent. Many employers have learned that to effectively grow their companies, they must find ways to compensate employees that contribute to the overall success of the company. Sheppard Mullin assists corporate clients to establish tailored incentive and compensation plans to win and keep the employees its competition wants most. We advise on establishing compensation designed to advance company survival and growth interests while at the same time rewarding employees for productive contributions, including dealing with income tax issues. We draft stock option and compensation plans, assist employers in establishing procedures for administering stock compensation plans and advise employers regarding stock compensation plan compliance. We also assist employers in developing tailored bonus and commission plans that are based on rewards for contribution and increased revenue of an organization.

Our lawyers advise on all aspects of qualified and nonqualified retirement plan and employee benefits matters under the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code of 1986 (the "Code"), including such matters as defined contribution and benefit plans, profit sharing and 401(k) plans, supplemental executive retirement plans ("SERPs"), Employee Stock Ownership Plans ("ESOPs") and deferred compensation plans, among others.

## **Bankruptcy and Restructuring**

Bankruptcy and business restructuring is a critical component of Sheppard Mullin's practice. We have the resources

to respond to the time sensitivity of financial crises and the depth to provide whatever size team is required. We regularly draw on all of the resources necessary to solve the multi-disciplinary problems presented by complex insolvencies and business restructuring endeavors, including real estate, intellectual property, tax, labor, securities and mergers and acquisitions.

We represent clients in all types of regional, national and international insolvency matters, from out-of-court workouts and financial restructurings to bankruptcy proceedings, creditors' rights and distressed acquisitions. Our clients have included secured lenders, debtors, bank groups, creditors' committees, indenture trustees, equity holders, real property and equipment lessors, bankruptcy trustees and buyers, among others.