



## → James J. Thompson

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James Thompson is a partner in the Corporate Practice Group in the firm's Los Angeles office.

### Areas of Practice

James focuses his practice on mergers and acquisitions, joint ventures, private placements, reorganizations, emerging growth companies, and corporate governance matters. He represents clients in a variety of industries, including technology, e-commerce and the Internet, healthcare, oil and gas, food and beverage, plastics, biotechnology, real estate, entertainment, education, financial services, retail and consulting industries.

### Experience

#### Strategic Mergers and Acquisitions

- Represented a publicly traded auto parts retail company in connection with its acquisition of an auto parts supply business with a significant presence in the Northeast and Mid-Atlantic regions
- Advised a publicly traded auto parts retail company in connection with its divestiture of approximately 100 store locations
- Advised a multinational chemicals and plastic company relating to its acquisition of an acetate homopolymer and co-polymer (PVAc) business from a publicly traded chemicals company
- Counseled a strategic client and a private equity client in connection with a proposed acquisition to acquire the car rental division of a publicly traded car rental company
- Advised a medical device company in connection with its sale to a wholly-owned subsidiary of a publicly traded healthcare company
- Counseled an international chemicals company with respect to its acquisition of a division of a publicly traded chemicals company
- Represented two medical groups in connection with each entity's buy-back from a publicly traded medical services management company
- Assisted in the divestiture of the pharmaceutical and optometry businesses of a prominent primary care and multispecialty medical group located in Southern California
- Advised with respect to the tender offer and merger of a scientific research company with a publicly traded aerospace company
- Counseled an international retail company in its negotiations to purchase a regional furniture retail business

- Counseled a Fortune 100 company in connection with the divestiture of its window business
- Managed all aspects of a multi-billion dollar merger of a publicly traded steel distribution company with a publicly traded steel processing company
- Assisted a publicly traded company organized and operating in England and Wales in a cross-border merger with a California corporation for consideration in excess of \$100,000,000
- Counseled a Fortune 500 company in connection with the divestiture of a wholly-owned subsidiary with a value in excess of \$250,000,000
- Represented the leading manufacturer of interactive board games, with a value of \$100,000,000, in connection with its sale to an NYSE-listed company

## Private Equity

- Counseled a private equity fund in connection with its proposed, simultaneous acquisitions of the U.S. and European businesses of an international flooring company
- Represented a private equity fund in connection its proposed acquisition of a publicly traded, internet based services company
- Counseled a private equity fund in connection with the acquisition and subsequent divestiture of a supplier of refurbished IT hardware and related services to a publicly traded electronics distributor
- Advised a private equity fund its proposed acquisition of a Canadian publicly traded health and safety company
- Counseled a private equity fund relating to the merger of one of its portfolio companies, which owns and manages night clubs, with another club management company
- Represented a private equity fund and its portfolio company, a producer of content for in-store TV networks, with respect to its merger with a provider of in-store entertainment for retail, restaurant, and hospitality environments
- Represented a Southern California-based private equity fund in connection with its acquisition of a controlling interest in an online placement agency with a total investment of \$40,000,000
- Represented a private equity fund in connection with its participation in equity and senior debt financings with total value in excess of \$45,000,000 by a company that provides software solutions to hospitals and medical groups

## Venture Capital

- Assisted a multinational Japanese technology firm in its investment in over 20 emerging growth and later stage venture capital companies in the internet, high-tech and life sciences industries
- Negotiated multiple private placements of securities with an aggregate value in excess of \$100,000,000 for a Northern California-based fund with funds in excess of \$300,000,000
- Managed over 30 venture capital, Internet-related investments for a Southern California-based venture capital fund
- Represented a private company, which is one of the market leaders in article research and which provides Internet access to the world's largest library of scientific, medical and technical journals, in its issuance of multiple series of preferred stock with an aggregate value of \$60,000,000

- Advised a REIT with net assets in excess of \$500,000,000 with respect to matters in connection with a private placement with an aggregate offering price of \$50,000,000.
- Advised a late stage management data services company in the sale of \$20,000,000 of its convertible promissory notes to various accredited investors
- Negotiated a private placement of \$10,000,000 of Series B preferred stock of a software management services firm
- Formed an animation studio company and counseled on all aspects relating to the company's legal and business needs, including representing the company in connection its financings with angel and venture capital investors
- Advised the leading provider of mortgage software solutions on the internet in connection with a bridge financing and Series A and Series B preferred stock financings
- Represented a venture capital fund in connection with its tender offer to acquire all outstanding securities of a privately-held company that offers security software solutions and infrastructure support to utility companies and subsequent cash-out, back-end merger and reorganization

## **Joint Ventures, Restructurings, Debt Financings and Other Securities Offerings and Exchanges**

- Assisted a publicly traded chemicals company in connection with the restructuring and follow-on investment in a multi-billion dollar joint venture in Saudi Arabia
- Represented an affiliate of a publicly traded oil and gas company in connection with a multi-billion dollar restructuring and stock exchange involving an oil and gas joint venture with a multi-billion dollar, publicly traded Spanish company
- Represented a lender and related affiliates with respect to its equity investments in connection with numerous mezzanine financing and restructuring transactions
- Negotiated and prepared documents regarding the restructure of two public companies' outstanding debt in excess of \$350,000,000 and \$100,000,000, respectively
- Advised the majority shareholder of an Internet-based educational learning, training and support company with respect to finance and restructuring matters and such company's merger with a dominant educational software company and an affiliated entity
- Counseled an exclusive housing cooperative in its corporate and financial \$300,000,000 restructuring
- Represented a Fortune 500 oil and gas company with respect to a \$50,000,000 joint venture with a regional power supply and transport company
- Assisted a Fortune 100 investment bank in connection with \$150,000,000 convertible subordinated note offering of one of its portfolio companies
- Represented the majority shareholder of a technology company with respect to a proposed \$30,000,000 joint venture with an international cellular technology company
- Negotiated a joint venture with a national credit agency to form a one-stop online credit application website with initial annual revenues of \$200,000,000
- Negotiated a settlement and related corporate "divorce" of an online payment processing company with total annual revenues in excess of \$100,000,000 for such company's co-founder and majority shareholder
- Counseled a healthcare management company in a private placement of \$20,000,000 of its senior subordinated notes, its reorganization as a Delaware corporation and its negotiations for a new \$100,000,000

credit facility

## Articles

- "Standstills and No Shops: A Potentially Dangerous Mix," Bingham Legal Alert, April 13, 2012
- "California Business Judgment Rule Does Not Shield Corporate Officers from Personal Liability," Bingham Legal Alert, January 25, 2012
- "A Brave New World under California's Relaxed Standards for Corporate Distributions," Bingham Legal Alert, September 15, 2011
- "Can Hyperlinks Trigger Broker-Dealer Registration Requirements? A Survey of SEC No-Action Letters," Author, [www.wallstreetlawyer.com](http://www.wallstreetlawyer.com), Vol. 3, No. 3, August 1999
- "Permanent Injunctions in Copyright Infringement: Moral and Economic Justifications for Balancing Individual Rights Instead of Following Harsh Rules," Author, Southern California Interdisciplinary Law Journal, Vol. 7, No. 2, 1998

## Law of the Ledger: Blockchain and Cryptocurrency Blog

- "Security Tokens – A Superior Platform for Securities Holding and Trading," November 30, 2018

## Media Mentions

Sheppard Mullin Snags Snell & Wilmer Deal-Maker In LA  
*Law360*, 11.30.2015

## Memberships

Los Angeles County Bar Association

American Bar Association

Association for Corporate Growth

Los Angeles Venture Association

State Bar of California, Business Law Section, Corporations Committee (2005-2009)

## Practices

Corporate

Emerging Company & Venture Capital

Joint Ventures and Strategic Alliances

Mergers and Acquisitions

Private Equity

## Industries

Food and Beverage

## Education

J.D., University of Southern California Law School, 1998

B.A., Georgetown University, 1995, *magna cum laude*

## Admissions

California