



## → John D. Tishler

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John Tishler is a partner in the Corporate Practice Group in the firm's San Diego (Del Mar) office.

### Areas of Practice

John's practice encompasses domestic and international capital markets, corporate finance, corporate governance, business transactions, mergers and acquisitions and technology. He advises established NYSE, NASDAQ and international exchange issuers and smaller high-growth clients on capital structures, equity and debt offerings, EB-5 project finance, securities compliance, strategic partnerships, mergers and acquisitions and corporate restructuring.

John regularly speaks and writes on corporate governance, capital markets transactions, EB-5 project finance, emerging growth company issues and uncommon interpretations and approaches to transactional lawyering.

### Honors

Best Lawyers in America, *Best Lawyers*, 2020-2021

Southern California Super Lawyer, *Super Lawyers*, 2010-2017

San Diego Super Lawyer, *Super Lawyers*, 2015-2020

M&A Advisors of the Year, *Our City San Diego*, 2016

Top 25 Corporate EB-5 Attorneys, *EB5 Investors Magazine*, 2013-2019

### Experience

#### Representative Engagements

- Represented Lumedx Corporation in its acquisition by Intelrad Ltd.
- Represented Ardian in its \$195 Million acquisition of PRGX (Nasdaq: PRGX)
- Represented Majesco (NASDAQ: MJCO) in its \$729 million acquisition by Thoma Bravo L.P
- Represented PCM, Inc., (NASDAQ:PCMI) in \$581 million acquisition by Insight Enterprises, Inc. (NASDAQ: NSIT)
- Represented Fluent, Inc., (NASDAQ:FLNT) in acquisition of AdParlor
- Represented HomeFed Corporation in its acquisition by parent Jefferies Financial Group, Inc., of all shares not owned by Jefferies

- Represented SavvyShares LLC in Regulation A offering involving the issuance of securities in exchange for market research and online behavior data contributed by members
- Represented LunaDNA, LLC, in its first-of-its-kind Regulation A offering involving the issuance of securities in exchange for individual contributions of personal genomic, phenotypic, medical, health and related data
- Represented major EB-5 funds in corporate governance
- Represented HomeFed Corporation in its \$134 million EB-5 offering for development of Côtà Vera community in San Diego County
- Represents Axos Financial, Inc. (NYSE: AX) on securities law and corporate governance matters
- Represents Calavo Growers, Inc. (NASDAQ: CVWG) on securities law and corporate governance matters
- Represents Fluent, Inc. (NASDAQ: FLNT) on securities law and corporate governance matters
- Represented LendingTree, Inc., (NASDAQ:TREE) in its \$300 million convertible notes offering
- Represented SMHG Village Development LLC in its \$120 million EB-5 loan facility for the development of Powder Mountain
- Represented affiliate of HomeFed Corporation in its successful \$125 million EB-5 offering
- Represented TechFlow, Inc., in connection with its purchase by an ESOP
- Represented Audit Committee of Marvell Technology Group, Ltd., (NASDAQ:MRVL) in connection with its investigation into certain accounting matters
- Represented LendingTree, Inc., (NASDAQ:TREE) in its \$112 million secondary public offering of stock
- Represented Shea Family Care in its sale of nine skilled nursing and assisted living operations to The Ensign Group
- Represented JMI Realty in its successful EB-5 financing of the Kimpton Hotel Van Zandt in Austin, Texas
- Represented ZMC Hotels in its sale of 29 limited service hotels to Hall Equities Group
- Represented Kratos Defense & Security Solutions, Inc., (NASDAQ:KTOS) in its \$625 million high-yield debt offering
- Represented utility-scale alternative energy projects in EB-5 financings
- Represented BACTES Imaging Solutions and related companies in sale to Sharecare, Inc.
- Represented LendingTree, Inc., (NASDAQ:TREE) in its sale of Home Loan Center to affiliate of Discover Financial Services
- Represented Sagient Research Systems in its sale to Informa Business Information
- Represented CACI International Inc (NYSE:CACI) in its acquisition of Paradigm Solutions, Inc.
- Represented Rizvi Traverse Management in the going-private transaction of Playboy Enterprises, Inc.
- Represented Northrop Grumman Corporation in its \$1.5 billion registered debt offering
- Represented Northrop Grumman Corporation in its \$1.9 billion tender offer of outstanding debt
- Represented Lenovo in its sale of interest in AsialInfo
- Represented Overland Storage, Inc., in its secondary public offering
- Represented Northrop Grumman Corporation in its \$850 million registered debt offering
- Represented Special Committee of Pomeroy IT Solutions in its going-private transaction

- Represented SiliconSystems, Inc., in its sale to Western Digital Corporation
- Represented ZMC Hotels in its restructuring and refinancing of debt
- Represented Xerox Corporation in its exchange of employee equity for PARC subsidiary
- Represented RF Magic, Inc., in its merger with Entropic Communications, Inc.

## Articles

- Sources of Guidance re: Disclosures  
*EB5 Diligence*, 03.13.2015
- The 'Reasonable Investor Standard'  
*EB5 Diligence*, 03.11.2015
- JOBS Act Eases IPOs  
*The Recorder*, 02.07.2013
- "Emerging Trend: Broker-Dealer Participation in EB-5 Financing," *EB5Investors.com*, August 20, 2015
- Co-author, "Ten Things Foreign Migration Agents Need to Know About Broker-Dealers," *EB5 Investors Magazine*, June 15, 2015
- "A Primer on Project Finance for the EB-5 Practitioner," *American Immigration Lawyers Association (AILA)*, February 2014
- "EB-5 Broker-Dealer," *EB5Investors.com*, December 2, 2013
- "Q&A on SEC and USCIS Joint Investor Alert Regarding EB-5 Fraud," *EB5investors.com*, October 14, 2013
- "Affiliating with a Broker-Dealer," *National Law Review*, June 25, 2013
- "Using EB-5 Capital in the Capital Stack for New Hotel Developments," *National Real Estate Investor*, March 4, 2015
- "Small Ventures Struggle for EB-5 Investment," *Daily Journal*, September 13, 2013
- "Revised Section 500 of the California Corporations Code: Easing Restrictions on Distributions," *California Business Law Practitioner*, December 2012
- "SEC Action under Regulation FD for Implicit Communications," *Insights*, Volume 24, Number 12, December 2010
- "SEC Enforcement Action Under Regulation FD for Implicit Communications to Selected Analysts," *Corporate Board Member*, November 24, 2010

## Books

- Co-author, "The EB-5 Handbook: A Guide for Investors and Developers," *EB5investors.com* and *EB-5 Investors Magazine*, 2014
- "Fundamental Strategies to Cope with the Changing World of Corporate Governance and Securities Compliance," *Inside the Minds: SEC Compliance Best Practices*, 2010 Edition, Aspatore, March 2010

## Corporate and Securities Law Blog Posts

- "SEC Staff To Express No Views On Conflicting Shareholder Proposals Under Rule 14a-8(i)(9)," January 29, 2015

- "NASDAQ Proposes The Adoption Of A New All-Inclusive Annual Listing Fee," September 9, 2014
- "Client Alert – Considerations for 2014 Proxy Season and Beyond," December 17, 2013
- "Rules Eliminating the Prohibition on General Solicitation for Rule 506 and Rule 144A Offerings Become Effective September 23, 2013," August 1, 2013
- "SEC Eliminates the Prohibition on General Solicitation for Rule 506 and Rule 144A Offerings," July 12, 2013
- "SEC Adopts Rules to Remove Ban on General Solicitation for Rule 506 Offerings," July 10, 2013
- "SEC Freezes Assets and Brings Civil Charges against EB-5 Investor Visa Project," February 11, 2013

## Media Mentions

Insight Enterprises Scales Up in Middle Market  
*The Deal*, 06.24.2019

LunaDNA Offers Stock for Data in Bid to Build Research Database  
*Xconomy*, 12.07.2018

M&A Advisors of the Year  
*Our City San Diego*, 12.2016

Investor visa fixes are needed, lawyers say  
*Daily Journal*, 11.03.2014

Sheppard Mullin Represents Kratos Defense & Security Solutions Inc.  
*San Diego Business Journal*, 05.26.2014

Sheppard Mullin Advises Kratos In \$625 Million Note Offering  
*Daily Journal*, 05.13.2014

## Speaking Engagements

"Crisis Governance: The Science and Art of Navigating a Leadership Crisis," Association of Corporate Counsel, San Diego, August 22, 2019

2019 National Conference, Society for Corporate Governance, Chalkboard: Small and Mid-Cap Company Resource Challenges, June 28, 2019

"Crisis Governance: The Science and Art of Surviving Through Financial Fraud and other Crises," Accounting Day, May 14, 2018

"Redeployment: the issues and the opportunities," EB5DueDiligence.com, October 11, 2017

2017 ICEA US-China Business Matchmaking Summit, EB-5 Panelist, New Mexico, October 3-5, 2017

"Capital Redeployment and the EB-5 Loan Transaction," and "Project Due Diligence Trends: Redeployment, Exit Strategy Evaluation and Project Security," 2017 EB5 Investors San Francisco EB-5 & Investment Immigration Convention, July 27-28, 2017

"Project Underwriting: Understanding Borrower Relationships and Inter-Creditor Agreements (Part B)," EB5 Investors Las Vegas EB-5 & Investment Immigration Convention, January 13, 2017

"Issue Spotting in EB-5 Legislation for Regional Centers," IIUSA's EB5 Industry Forum, Los Angeles, October 11, 2016

"Global Real Estate Investments: What is the Future?" San Diego Association of Realtors (SDAR), September 13, 2016

"Broker Dealer Services in EB-5," EB5Diligence.com Webinar, August 24, 2016

"Representing Regional Centers, NCEs and JCEs in an Era of Increased SEC and Other Regulatory Oversight," EB5 Investors New York EB-5 & Investment Immigration Convention, July 18, 2016

"Securities Considerations and Pitfalls to Avoid" and "Post-Offering Compliance," Sheppard Mullin's sponsored Regional Center Workshop at EB5 Investors New York EB-5 & Investment Immigration Convention, July 17, 2016

"The Enhanced Role of the SEC," EB5investors.com, Las Vegas EB-5 Conference, January 16, 2016

"Securities Law Considerations," IIUSA, Dallas EB-5 Conference, October 22, 2015

"Project Underwriting Workshop (Part One)," USIIF & EB5investors.com's Private EB-5 Chinese Delegation, Shenzhen, China, October 16, 2015

"SEC Considerations," Pincus Communication, Inc., EB-5 Investor-based Immigration Conference, October 8, 2015

"Liability Associated with EB-5 Marketing Materials," EB5Diligence.com Webinar, October 7, 2015

"EB-5 Securities Roundtable," EB5investors and Sheppard Mullin, Los Angeles EB-5 Conference, August 3, 2015

"Implications of the Grassley Leahy Bill," EB5Diligence.com Webinar, June 24, 2015

"Should the PPM be Translated by the Issuer?" EB5Diligence.com Webinar, June 17, 2015

"Dealing with Senior Lenders in EB-5 Investment," EB5Diligence.com Webinar, June 3, 2015

"Who Diligences the Disclosures?" EB5Diligence.com Webinar, April 29, 2015

"Redeployment of Repaid EB-5 Funds," EB5Diligence.com Webinar, April 16, 2015

"Disclosures in EB-5 Offering Documents," EB5Diligence.com Webinar, March 5, 2015

"EB-5 Regional Center Industry Best Practices: Case Studies & Historical Review," IIUSA EB-5 Webinar, February 5, 2015

"Structuring EB-5 Projects for Immigration, Financial & Market Success", EB5investors.com, Las Vegas EB-5 Conference, January 17, 2015

"Are Issuers and Regional Centers conducting unregistered Broker-Dealer activity?" EB5Diligence.com Webinar, Dec 3, 2014

"EB-5 Due Diligence: Process and Components for Success", IIUSA, San Francisco EB-5 Conference, October 24, 2014

"Mezzanine Financing at Single Digit Interest Rates: Is EB-5 for Real?" CFO Study Group, July 29, 2014

"Does My Project Work with EB-5?" EB5investors.com, Southern California EB-5 Conference, July 21, 2014

"How to Finance a New Development," Americas Lodging Investment Summit (ALIS), Summer Update Webinar, July 8, 2014

"EB-5 Securities - The Rise of Broker-Dealers," EB5investors.com, Las Vegas EB-5 Conference, March 8, 2014

"Securities Laws & EB-5 - Broker/Dealer Business Model & JOBS Act Update," IIUSA EB-5 Webinar, February 27, 2014

"How to Finance a New Development," Americas Lodging Investment Summit (ALIS), January 28, 2014

"Securities Considerations for EB-5 Issuers in light of SEC and FINRA Actions," USAdvisors Conference, October 30, 2013

"Understanding the Interplay of USCIS EB-5 Requirements and SEC Regulations," EB5Investors.com's Annual SoCal EB-5 Conference, July 15, 2013

"Orange County Capital Markets Program on EB5," Urban Land Institute's Capital Markets Initiative Council Meeting, April 10, 2013

"Real Estate and EB-5 Financing for Solar," Solar Power Finance & Investment Summit 2013, March 20, 2013

"JOBS Act and Beyond," 5th Annual Hot Topics Seminar, October 16, 2012

Panelist, AICPA National Audit Committee Forum, July 30-31, 2012

## Events

The Aerospace & Defense Forum: Winning On All Fronts - ESOPs Driving San Diego A&D Success Stories  
Sheppard Mullin San Diego (Del Mar), 05.22.2018

The Aerospace & Defense Forum: The Tax Cuts and Jobs Act - The Impact on Business, Investing and M&A  
Sheppard Mullin San Diego (Del Mar), 03.27.2018

## Memberships

EB-5 Securities Roundtable

The Aerospace & Defense Forum - San Diego Chapter Steering Committee

Adjunct Professor, University of San Diego School of Law, teaches advanced deal structures and also regularly lectures on corporate law, strategic partnering and executive compensation

Member, Society of Corporate Secretaries and Governance Professionals

Member, American Bar Association

## Podcasts & Webinars

What is Crisis Governance? Interview with John Tishler, Public Relations Security Videocast  
10.03.2019

Nota Bene Episode 51: The Four Fundamentals of a Corporate Governance Crisis with John Tishler  
09.25.2019

## Practices

Corporate

Capital Markets

Emerging Company & Venture Capital

Mergers and Acquisitions

Public Company Corporate Governance and Compliance

EB-5

## Industries

Aerospace, Defense & Government Services

Blockchain and Fintech

EB-5

Emerging Company & Venture Capital

Energy, Infrastructure and Project Finance

Hospitality

Life Sciences and FDA

Multifamily Housing

Retail

## Education

J.D., Yale Law School, 1992

B.A., Cornell University, 1989, *with distinction in all subjects*

## Admissions

California

Colorado (Inactive)

Illinois (Inactive)