



## → James A. Mercer III

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James Mercer is a partner in the Corporate Practice Group in the firm's San Diego (Del Mar) and London offices.

### Areas of Practice

James' practice focuses on corporate law, with an emphasis in U.S. and cross-border capital markets and merger and acquisition transactions.

James represents companies in public offerings of securities in the U.S., including initial public offerings, secondary public offerings, tender offers, registered direct offerings and private investments in public equities (PIPEs), as well as periodic reporting and disclosure, Sarbanes-Oxley and Dodd-Frank compliance.

James advises U.S.-based and international companies in private offerings of securities, including Regulation D, Regulation S, Rule 144A private placements and security token offerings (STOs). He also represents both public and private companies in U.S. and cross-border mergers and acquisitions across a wide variety of industries in asset sales, stock sales, mergers, triangular mergers and other business combinations.

From 1999 to 2004, James was general counsel and chief financial officer of a Nasdaq-listed telecommunications software company.

### Honors

- Recognized for Corporate Law, *Best Lawyers*, 2021-2023
- San Diego Super Lawyer, *Super Lawyers*, 2012

### Experience

#### Representative Matters:

- Represented Lake Street Capital Markets LLC as underwriter in connection with the \$22 million Secondary Public Offering of Common Stock by RealNetworks, Inc.
- Represented B. Riley Securities Inc. as underwriter in connection with the \$65 million Secondary Public Offering of Common Stock by Smith Micro Software, Inc.
- Represented GAN Limited in connection with the \$218 million acquisition of Vincent Group p.l.c. doing business as Coolbet.

- Represented GAN Limited in connection with its \$91 million secondary public offering.
- Represented GAN Limited in its \$64 million initial public offering and listing on the Nasdaq Capital Market.
- Represented The Pebble Group Limited in U.S. aspects of its £135 million initial public offering on the AIM Market of the London Stock Exchange.
- Represented Danish company Widex A/S in the U.S. aspects of its €7 billion combination with Sivantos Group.
- Represented Forefront Telecare, Inc. in connection with a \$15 million Series A Preferred Stock financing.
- Represented Electro Rent Corporation, a Nasdaq-listed equipment rental company, in its \$384 million sale to Platinum Equity and going-private transaction.
- U.S. counsel to social media company Engage Sciences in its sale to Wayin, Inc.
- Represented UK-based online casino operator Gamesys Ltd. in connection with its strategic investment in Metric Gaming.
- U.S. counsel to Capital & Regional plc., a London Stock Exchange-listed owner and operator of regional shopping centers, in connection with a £165 million placing of securities.
- Represented Vapestick Holdings Limited, a UK-based developer of electronic cigarettes, in its sale to Victory Electronic Cigarettes Corporation, a U.S.-based publicly traded company, in a \$70 million transaction involving cash and common stock.
- U.S. counsel to Investec Securities plc as underwriter and placement agent in connection with a £122 million initial public offering of Serverlec Group PLC on the London Stock Exchange.
- U.S. counsel to Dexion Capital plc as underwriter and placement agent in connection with a £130 million initial public offering of Chenavari Capital Solutions, a registered closed end investment fund on the Specialists Market of the London Stock Exchange.
- Represented National Technical Systems, Inc., a Nasdaq-listed provider of certification and testing services, in its \$365 million sale to Aurora Capital Group and going-private transaction.
- Advised Alibaba Group in a \$294 million PIPE investment in AutoNavi Holdings Ltd., a Beijing-based developer of electronic navigation tools, whose American Depository Shares are traded on the Nasdaq Global Market.
- Represented Micro Focus International plc, a London Stock Exchange-listed multinational software and information technology company, in its acquisition of the Orbix, Orbacus and Artix software product lines from Progress Software Corporation.
- Advised Tongjitang Chinese Medicines Company Limited, an NYSE-listed pharmaceutical company focused on the development, manufacturing, marketing and selling of modernized traditional Chinese medicine in China, in a going-private transaction that was recognized as the "Taking Private 2011 Deal of the Year" by the *China Business Law Journal*.
- Issuer counsel to AirMedia Group Inc., a leading operator of out-of-home advertising platforms in China, in its \$100 million secondary public offering of American Depository Shares.
- U.S. counsel to Asia Green Agriculture Corporation, a China-based manufacturer of organic bamboo and other food products, in its alternative public offering via reverse merger and concurrent PIPE financing.
- Issuer counsel in registered direct offerings and PIPE financings aggregating to hundreds of millions of dollars, involving preferred stock, common stock and convertible debentures for companies across a wide

variety of industries.

- Represented the shareholders of T-Systems International, a manufacturer of irrigation products, in its \$90 million sale of stock to Deere & Company.
- Represented shareholders of Intelligent Automation Corporation, a developer of computer systems for military helicopters, in its \$82 million sale of stock to Honeywell International, Inc.
- Counseled Telanetix, Inc., a Nasdaq-listed videoconferencing company, in its acquisition of Accessline, Inc., a VoIP service provider, in a \$36 million triangular merger.
- Advised Cell Site Industries, Inc., a cellular base station repair company, in its \$40 million sale to Andrew Corporation, an NYSE-listed telecommunications infrastructure manufacturer.
- Representation of ReEnergy Group plc, an AIM-listed U.K. company, in the acquisition various U.S.-based companies and technologies.
- Represented the shareholders of May Logistics Services, Inc., a distribution logistics company, in its sale to private equity firm Code Hennessey & Simmons, Inc.
- Represented Sentra Securities, Inc., and Spelman & Co., securities brokerage firms, in its sale to SunAmerica, Inc.
- Counsel to American Health Properties Inc., an NYSE-listed REIT, in its purchases of a number of hospital properties and related assets.

## Articles

- Contributing Editor for California, *International Corporate Procedures*, Jordan Publishing, 2013-2017
- "Preparing the Chinese Company for a Successful Listing in the United States," *China Lexis Review*, April 2010
- "Preparing the Chinese Company for a Successful Listing in the USA," *China Business Focus*, Issue No. 131-132, January 1, 2010

### Corporate & Securities Law Blog Articles

- "SEC Eliminates the Prohibition on General Solicitation for Rule 506 and Rule 144A Offerings," July 12, 2013
- "SEC Signals Proxy Access Rules Not Likely To Be Effective For The 2010 Proxy Season, But It May Adopt Other Proxy And Risk Disclosure Enhancements In Time For 2010", October 6, 2009
- "Smaller Reporting Companies Given Additional Time to Comply with Auditor Attestation Report on Internal Control over Financial Reporting", October 5, 2009
- "SEC approves NYSE Rule change regarding Broker Non-Votes", July 15, 2009

### Law of the Ledger. Blockchain and Cryptocurrency Blog

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

## Speaking Engagements

- "The SEC's focus on Corporate Governance," Grant Thornton LLP's Third Annual SEC Briefing, The Jonathan Club, Los Angeles, California, January 21, 2010
- "China's IPO's: Getting These Deals Done in 2009 and Beyond," 2009 Hot Topics, McMillin Companies Event Center, San Diego, California, October 2009

- "CFO Essentials," SingerLewak, San Diego, Los Angeles, Orange County, California, July 2009
- Co-speaker, "What Ever GC Should Know About Shareholder Activism," ALM's Fifth Annual General Counsel West Coast Conference, San Francisco, California, November 15, 2007

## Events

Timely Topics for SEC Registrants  
Hyatt Regency La Jolla at Aventine – Pavilion, 12.01.2010

## Memberships

- Member, Corporate Directors Forum, 2007-2008
- Member, San Diego Corporate Finance Council, 2003-2007
- Program Chair, San Diego Corporate Finance Council, 2005-2007
- Member, San Diego Telecommunications Council, 2003

## Podcasts & Webinars

Nota Bene Episode 95: Mapping Capital Markets and Securities Enforcement in the Current COVID-19 Moment with Jamie Mercer and John Stigi  
09.02.2020

## Practices

Corporate  
Capital Markets  
Mergers and Acquisitions  
Public Company Corporate Governance and Compliance

## Industries

Cannabis  
Food and Beverage  
Life Sciences  
Multifamily Housing  
Telecom

## Education

J.D., University of Southern California, 1989  
M.B.A., California State University, Fullerton, 1986

B.A., University of California, Los Angeles, 1983

## Admissions

California

## Additional Office

London