



## → Michael S. Umansky

### Partner

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Michael Umansky is a partner in the Corporate Practice Group in the firm's San Diego (Del Mar) and Century City offices and is a Leader of the firm's Emerging Company/Venture Capital Team.

### Areas of Practice

Michael practices corporate law, with a special emphasis on mergers and acquisitions and capital raising transactions. His practice includes venture capital and private equity financings, merger and acquisition transactions, business formation and structuring, contractual matters and public securities offerings.

He represents entrepreneurs, startup and established companies and venture capital and private equity investors in a variety of sectors, including software, internet, mobile, business services, consumer goods and brands, life sciences, and food and beverage.

Michael also has significant business experience, having served for almost three years as vice president and general counsel for Linspire, Inc., a developer of Linux-based operating system software and services (acquired by Xandros, Inc.), and Gizmo5 Technologies, Inc., a venture-backed internet telephony company (acquired by Google Inc.).

### Honors

The Most Influential People in San Diego, *San Diego Business Journal*, 2022

Top Leader in Law, *San Diego Business Journal*, 2022

Deal Maker of the Year, *Finance Monthly*, 2017

Mergers and Acquisitions, *Legal 500*, 2016-2018

San Diego Super Lawyer, *Super Lawyers*, 2016-2022

San Diego Advisor of the Year Award, 2015

Best of the Bar, Corporate, *San Diego Business Journal*, 2015

Southern California Super Lawyer, *Super Lawyers*, 2013-2015

Top Attorney, Corporate Transactional, *San Diego Daily Transcript*, 2011, 2013-2015

Venture Capital and Emerging Companies, *Legal 500*, 2011-2015

## Experience

### Representative Mergers and Acquisition Transactions

- Accentcare: Represented the company in connection with its acquisition of Comprehensive Home Care, Inc.
- Anakam: Represented the company in its sale to Equifax Inc.
- BICS: Represented BICS, a global provider of international wholesale connectivity and interoperability services, in connection with its acquisition of TeleSign Holdings, a leading communications platform as a service (CPaaS) company, for \$230 million, plus performance-based earn-out consideration.
- Cardiff Sport Technologies: Represented the company in connection with its acquisition of TriState Technology.
- Chartone: Represented the company in its acquisition of Electronic Health Information, Inc.
- Chartone: Represented the company in its acquisition of Moms Desk Commerce Corporation.
- Decoy Biosystems, Inc.: Represented the company in its merger with Indaptus Therapeutics, Inc. (Nasdaq: INDP).
- Douglas Barnhart, Inc.: Represented the company in its \$116 million acquisition by Heery International, Inc.
- eCapital Corp: Represented eCapital Corp., a leading transportation factoring company that provides cash flow solutions to transportation, freight and logistics companies, in its acquisition by Accutrac Capital Solutions, Inc.
- Electronic Control Systems, and Green Total Solutions: Represented two closely related San Diego- based contractors that sell and install large-scale building control systems and energy saving solutions in a sale of their respective equity interests to an affiliate of the private equity firm Huron Capital Partners.
- Endocare: Represented the company in its disposition of its cardiac product line to Cryocath Technologies, Inc.
- Endocare: Represented the company in its \$36 million acquisition of Timm Medical Technologies, Inc.
- Endocare: Represented the company in its disposition of its urological prostheses product line to American Medical Systems, Inc.
- Endocare: Represented the company in its disposition of its urinary incontinence product lines to SRS Medical Corp.
- Eplica/Eastridge Staffing: Represented the company in its acquisition of assets of Abigail Abbott Staffing Services.
- Eplica/Eastridge Staffing: Represented the company in its acquisition of assets of Contractor's Employment Services, Inc.
- Entertainment Publications: Represented the company in connection with its acquisition by Afin Technologies.
- First Allied.: Represented First Allied management team in connection with the company's acquisition by RCAP Holdings, LLC.
- Hello Giggles: Represented Hello Giggles, a positive online community for women, co-founded by actress and entrepreneur, Zooey Deschanel, in connection with its acquisition by Time, Inc.
- Hunter Industries Incorporated: Represented the company in connection with its acquisition of FX Luminaire.

- Hurley Family: Represented the Hurley family in connection with the acquisition of the surfing/skating Simple Shoes brand, as well as a new apparel venture with two-time world champion surfer John Florence.
- I-Drive Safely: Represented I Drive Safely, LLC, a provider of online driver safety schools in more than 40 states, in connection with its sale to private equity firm, Compass Capital Partners.
- Integrated Revenue Management: Represented the company in its acquisition by Analytix on Demand, Inc.
- Ipivot: Represented the company in its \$500 million acquisition by Intel.
- LA Showroom: Represented the company in its acquisition by NHN Global.
- Legend3D: Represented the company in the sale of RiffTrax business.
- Logicord: Sale of assets to subsidiary of the Golf Channel.
- Lorem Vascular: Represented medical device company Lorem Vascular in its acquisition of the cell therapy division of Cytori Therapeutics, Inc. a San Diego based publicly traded company.
- Nonstop Solutions: Represented the company in its acquisition of Supply Chain Solutions, Inc.
- Nonstop Solutions: Represented the company in its acquisition of D.P. Hamacher & Associates, Inc.
- Nonstop Solutions: Represented the company in its acquisition of Evant, Inc.
- Novex: Represented the company in its \$66 million acquisition by Invitrogen.
- Proximal Data: Represented company in its acquisition by Samsung Electronics Ltd.
- Samba Holdings: Represented the company in its acquisition by private equity firm Cerca Group.
- Silicon Systems: Represented the company in its acquisition by Western Digital Corporation.
- Solid Gold: Represented the company in its acquisition by private equity firm VMG.
- Two Jinn: Represented Two Jinn, the owner of the 52 Aladdin Bail Bonds retail locations in the western U.S., in connection with its sale of assets to private equity firm Endeavour Capital Partners.
- University Netcasting: Represented the company in its acquisition by Student Advantage.
- Z57: Represented the company in its acquisition by Constellation Software, Inc.
- Represented sellers of major international irrigation equipment and products manufacturer in \$82 million sale.
- Represented special committee of the Board of Directors in management buy out of an invention and design services.
- Represented international tour company in its sale to a private-equity backed strategic acquirer.
- Represented franchise owner of numerous baked good franchises in its acquisition.
- Represented software services company in its acquisition by multi-billion dollar shoe brand.
- Represented a healthcare SaaS company in its merger with a private-equity backed buyer.
- Represented a Contract Research Organization in connection with its sale to a strategic buyer.

## **Representative Private Financing Transactions**

- 5i Sciences: Represented the company in connection with a \$500,000 seed financing.
- Accentcare: Represented the company in connection with a \$12 million Series B preferred stock financing and \$24.5 million Series C preferred stock financing.

- Aesthetic Therapies Institute: Represented the company in connection with a \$500,000 bridge loan.
- Arizeke Pharmaceuticals, Inc.: Represented the company in connection with a \$16.8 million Series C preferred stock financing.
- Assistmatch: Represented the company in connection with a \$250,000 Series A preferred stock financing.
- Avalon Ventures: Represented Avalon Ventures in connection with numerous financings, including AnaptysBio, Inc., Awarepoint Corporation, MOGL, Proximal Data, and Piper Networks.
- Benhamou Global Ventures (BGV): Represented BGV as lead investor in Blue Cedar Networks, Inc.'s Series A preferred stock financing.
- Cameo: Represented Cameo in connection with its Series A preferred stock financing and \$50 million Series B preferred stock.
- Ceptyr: Represented the company in connection with a \$15 million Series C preferred stock financing.
- Chartone: Represented the company in connection with a \$24 million Series E preferred stock financing and \$24 million common stock and warrant financing.
- Conforma: Represented the company in connection with a \$1 million Series A-1 preferred stock and warrant financing and \$15 million Series C preferred stock financing.
- Dermala: Represented the company in connection with various preferred stock financings.
- Decoy Biosystems: Represented the company in connection with various convertible note, SAFE, and preferred stock financings.
- Doctible: Represented the company in connection with various preferred stock financings.
- Energy Innovations: Represented company in connection with its Series B preferred stock.
- Forward Ventures: Represented Forward Ventures in numerous financings including investments in Ambit Biosciences, Arizeke Pharmaceuticals, and Sagres Discovery.
- GBM Ventures/Endless OS: Represented GBM Ventures in connection with its preferred stock investment in Endless OS.
- Gizmo5 Technologies: Represented the company in connection with its \$2.5 million venture debt financing and \$3 million bridge loan.
- Legend 3D: Represented the company in connection with numerous preferred stock financings.
- Linspire: Represented the company in connection with its managed private placement through UBS.
- Merchandising Avenue: Represented the company in connection with a \$900,000 bridge loan, \$4.135 million Series A preferred stock financing, and \$750,000 Series B preferred stock financing and debt restructuring.
- Metallic Power: Represented the company in connection with its \$6.6 million Series B preferred stock financing, \$18 million Series C preferred stock financing, and \$13.5 million Series D preferred stock.
- Nonstop Solutions: Represented the company in connection with a \$4.17 million Series G preferred stock financing.
- Nuvasive: Represented the company in connection with its \$2.2 million bridge loan, \$12 million Series B preferred stock financing, \$3 million Series C preferred stock financing, \$30 million Series D preferred stock financing, and \$15 million Series D-1 preferred stock financing.
- Piper Technologies: Represented the company with its Series A preferred stock financing and Series B preferred stock.

- Primo Products International: Represented the company in connection with a convertible note financing by DJO, LLC.
- Proximal Data: Represented the company in connection with its convertible note financing, \$3 million Series A preferred stock financing, and \$3 million Series B preferred stock financing.
- QuestMark Partners: Represented the company in connection with a \$10 million Series C investment in Ensenda.
- ScoreStream: Represented the company in numerous preferred stock financing led by Sinclair Broadcasting, NEA, Avalon Ventures and others.
- Sorrento Networks: Represented the company in connection with a \$50 million Series A preferred stock.
- Sway Ventures: Represented Sway in numerous financings including investments in 3Discovered, Bat Blue, Evrythng, FanBread, Hunger Not Impossible, LeTote, HyTrust, Isima, LiveAction, Locoroll, Measurabl, and Zanbato.
- Sweetwater Private Equity: Represented Sweetwater in numerous secondary financings.
- Tech Coast Angels (TCA): Represented TCA in connection with various financings.
- Threat STOP: Represented the company in connection with various convertible note and preferred stock financings.
- Trooval.com: Represented the company in connection with its Series A-1 preferred stock financing, Series B preferred stock financing, and various convertible note financings.

## Speaking Engagements

Michael speaks regularly on topics of interest to emerging and established companies, venture capital and private equity investors and entrepreneurs. Representative speaking engagements include:

Speaker, "Venture Capital Financing Terms," Tech Coast Angels, May 29, 2020

Panelist, "A CFO's Guide to M&A," CFO Leadership Council, February 13, 2020

## Memberships

Board of Directors, Connect w/ San Diego Venture Group

Board of Directors, Tech San Diego

American Bar Association

San Diego County Bar Association

Tech Coast Angels

Provisors - Host of Carmel Valley II

UCSD Rady School of Management StartR (Judge and Sponsor)

## Practices

Corporate  
Emerging Company & Venture Capital  
Mergers and Acquisitions  
Private Equity  
Technology Transactions

## Industries

Cannabis  
Emerging Company & Venture Capital  
Life Sciences  
Private Equity

## Education

J.D., University of California, Berkeley, 1993, Associate Editor, *California Law Review*  
B.S., University of California, Los Angeles, 1990, *summa cum laude*, *Phi Beta Kappa*

## Admissions

California

## Additional Office

Century City