PRACTICE AREA

Corporate and Business



ATTORNEYS

Russell J. Austin
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OVERVIEW

Our Corporate and Business Law Team focuses on private securities offerings, mergers and acquisitions, financings of emerging-growth companies and other corporate finance transactions, as well as general corporate and securities counseling of privately held companies.

Our corporate and securities transactions range from the organization and financing of small, start-up ventures to high-profile, complex transactions.

Our corporate attorneys have represented domestic and foreign buyers, sellers and investors; start-up and emerging-growth companies, technology-oriented companies; entrepreneurs; commercial lenders; institutional investors; and the shareholders, directors, and officers of private companies.

Our areas of expertise include:

Business Formation

Organizing corporations, limited partnerships, general partnerships, limited liability companies and limited liability partnerships; tax planning and structuring; federal and state securities law compliance; California and Delaware law compliance; S corporations; non-profit corporations; buy-sell and other shareholder agreements; management and employee stock and option arrangements.

Health Care Industry

Our Corporate practice also extends to various business organizations in the healthcare industry, including tax exempt hospitals and clinics, district hospitals and other governmental entities, skilled nursing and assisted living facilities, professional corporations, as well as ordinary business entities. See our health care practice description for more information.

Venture Capital Financings

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Representing both venture capital funds (and other investors) and issuers in convertible preferred stock and other financings of start-up and emerging-growth companies; securities offerings by technology-oriented companies; management and key employee equity arrangements; structuring registration rights, tag-along rights and other exit strategies; board voting and control issues; employee intellectual property matters; assisting in preparing private placement memoranda; Regulation D and other state and federal securities law compliance.

Securities Offerings

Debt and equity offerings; Regulation D and other exempt financings; structuring warrant, convertible debt, convertible preferred stock securities; disclosure issues; state securities law qualification and exemptions; general securities law counseling; securities litigation.

Mergers and Acquisitions

Representing buyers, sellers, lenders and management; leveraged and management buyouts; tax planning and analysis (tax-free reorganizations); Hart-Scott-Rodino compliance and antitrust counseling and litigation; director fiduciary considerations; post-closing management equity arrangements; noncompetition and other post-closing restrictive agreements; dissenting shareholder matters; takeover defense planning; employee benefit matters; environmental issues; workouts and restructurings; fraudulent conveyance matters; successor liability.

Business Counseling

General corporate and business counseling; corporate housekeeping; board and shareholder meetings; director fiduciary duties and conflicts; stock issuances, transfers and redemptions; employee confidentiality arrangements; protecting trade secrets and other proprietary information; intellectual property licensing and distribution rights; rights of first refusal, buy-sell and other shareholder agreements; employment and employee benefit issues; stock option and other incentive compensation plans; executive compensation matters; employment and consulting arrangements; broker and distributor agreements; dividends and other distributions; business dissolution; director indemnification arrangements.

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