

# Corporate Law

## Practice Areas

Business Organizations  
Corporate Governance and Counseling  
Equity Incentive Plans  
Executive Compensation  
Franchising  
Joint Ventures  
Mergers and Acquisitions  
Securities and Corporate Finance  
Startups and Emerging Companies  
Technology Transactions  
Venture Capital and Private Equity

### CONTACT

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## We Understand Your Business.

From entrepreneurs and start-up companies to Fortune 500 corporations, Munck Wilson Mandala is focused on serving companies driven by innovation. We have experience in a broad range of practice areas. In each of them, our goal is the same — to help you grow and succeed, seizing new opportunities and avoiding potential pitfalls along the way.

### Business Organizations

Munck Wilson Mandala works with businesses of all sizes to handle their organizational needs. Our lawyers regularly assist early stage and emerging companies with business formation matters, shareholder agreements, disclosure matters, commercial leases, employment agreements, confidentiality and intellectual property ownership agreements and employee benefit plans.

We also represent established companies in connection with acquisitions and sales of businesses, strategic alliances and joint ventures, financing, restructuring, technology licensing, contract review and negotiations, employment agreements, and employee benefit plans.

Whether your company is a start-up or an established industry leader, we have the experience to provide the advice and guidance you need to succeed in today's ever-changing business and regulatory environment.

### Corporate Governance and Counseling

Munck Wilson Mandala represents clients on corporate governance issues and corporate "best practices." Our clients include public and private companies and not-for-profit entities, as well as their boards of directors, audit committees and other special committees.

We also advise boards, board committees and executive officers of private and public companies and other entities.

As part of our core corporate practice, our lawyers have counseled directors on their fiduciary duties, standards of conduct, liability issues

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and corporate governance matters, as well as federal securities law compliance matters. Our services include:

- Governance Policies
- Sarbanes-Oxley
- State Law and Governance Issues
- Filings with the SEC and State Securities Regulators
- Fiduciary Duties
- Executive Compensation and Employee Benefit Plans

## Equity Incentive Plans

Munck Wilson Mandala assists companies with setting up equity-related compensation such as stock options, restricted stock, and profits interest. We guide clients through the tax, securities and accounting requirements, and assist you with drafting and negotiating equity incentive plans.

## Executive Compensation

Munck Wilson Mandala advises public and private companies, management, boards of directors and executives on a full range of matters relating to executive compensation. Increased scrutiny of executive compensation issues has resulted in a complex maze of government regulation. Our team can guide you on how to manage the impact of these regulatory and market developments. We advise clients through the tax, securities and accounting requirements, and assist you with the drafting and negotiation of a wide variety of executive compensation arrangements, such as employment and severance agreements, stock and cash-based plans and arrangements, deferred compensation arrangements and other types of benefit plans.

## Franchising

Munck Wilson Mandala attorneys have structured franchising agreements and advised clients on various aspects and legal issues related to franchise relationships including commercial licensing and co-branding agreements, management agreements, compliance with

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regulatory law, and other matters. We have transactional, litigation and intellectual property law experience in franchising matters and our attorneys guide you through both the legal and business aspects of franchise agreements.

## Joint Ventures

Munck Wilson Mandala attorneys can assist you with the formation of joint ventures organized for a variety of purposes, including joint ventures formed for manufacturing, distribution, product development, logistics management, and research and development. In addition, we have extensive experience with joint ventures formed as separate legal entities as well as with joint ventures and strategic alliances operated through complex contractual arrangements and with one-way or multi-party strategic investments.

## Mergers and Acquisitions

Munck Wilson Mandala attorneys have represented both buyers and sellers in a wide variety of business transactions, including mergers, asset purchases, stock purchases, strategic alliances and joint ventures, corporate restructurings, exchange offers, private equity investments, going private transactions and hostile and friendly tender offers.

We assist you each step of the way, from the negotiation, structuring, due diligence and documentation of a deal, through the closing and post-transaction integration of acquired businesses. Our attorneys have advised clients in M&A transactions ranging in size from relatively modest transactions for family-owned businesses and early-stage companies to complex matters involving billions of dollars for large, multinational public corporations.

Our M&A experience spans most major industries and our attorneys provide you experienced counsel in finance, tax, real estate, employment, intellectual property, antitrust and litigation matters. We also play a major role in your acquisition financing activities, from bank or other institutional lending to venture capital financing to private and public offerings of debt and equity securities.

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## Securities and Corporate Finance

Munck Wilson Mandala attorneys regularly advise clients on the complex legal issues relating to corporate finance and raising capital. We have experience representing companies in private placements and public offerings of equity, debt, direct participation and hybrid securities. Our attorneys have counseled clients at all stages of the financing process, from “friends and family” and seed funding, through angel and venture capital rounds, to IPOs and follow-on public offerings. We guide our clients through all aspects of the capital-raising process, from initial planning and deal structure, to documentation and due diligence, to negotiation with placement agents and underwriters, to compliance with federal and state securities laws. We also are well-versed in stock exchange listings, shelf registration statements, PIPE transactions, reverse mergers, rights offerings, and Rule 144A and Regulation S offerings.

Our attorneys also have extensive experience assisting companies with securities law reporting and compliance matters and regularly interface with representatives of the SEC regarding their filings and disclosure obligations. We regularly provide counseling on the preparation and filing of annual, quarterly and current reports, proxy and information statements and beneficial ownership reports on Forms 13D and 13G. We aid clients in their compliance with federal and state tender offer regulations, and advise clients in connection with sales of restricted and control securities under Rule 144 and the insider stock reporting requirements and insider stock trading prohibitions in Section 16 of the Securities Exchange Act of 1934. We work closely with our clients in the design and disclosure of employee stock option and stock purchase plans, and on the development of other performance and incentive-based compensation arrangements. We have counseled numerous public companies on disclosure issues, including press releases, disclosures to analysts and Regulation FD and Regulation G compliance.

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Our attorneys have experience advising broker-dealers and investment advisers on aspects of financial markets regulation. We work closely with clients to ensure compliance with the requirements of the Securities and Exchange Commission (SEC) and securities industry self-regulatory organizations. Our attorneys also have experience counseling broker-dealers and investment advisers on entity formation, registration and regulatory examinations as well as representation in enforcement and disciplinary proceedings. Our attorneys also provide regulatory guidance with respect to ongoing operations and legal assistance with the purchase, sale or merger of registered broker-dealers and investment advisers.

The experience of our corporate finance and securities attorneys spans virtually every major industry, including: aviation, banking and financial services, consumer products, e-commerce, gaming, healthcare, hotel, manufacturing, medical device, motion picture production and exhibition, oil and gas, professional services, real estate, restaurant, shipbuilding, software, technology and telecommunications.

## Startups and Emerging Companies

### Our Clients' Success Stories Are Our Proudest Moments.

Munck Wilson Mandala represents startups and emerging growth companies, both public and private, as well as investors that finance them. We have helped many companies get started, find financing and structure and grow their businesses. Our agility matches the needs of our clients' businesses. We provide business advice and protection, and legal guidance through all areas of corporate, intellectual property and employment law necessary for the business to sustain and grow.

We represent a high number of innovators, entrepreneurs and startups and we have been with them through the various evolutions of their businesses. Some have sold their business and started new ventures. Some have grown their business into an industry leading game-changer.

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We also represent investors interested in new opportunities which keep us alert to identifying unique sources of capital that continue to play a significant part in the development of today's emerging company marketplace.

### Technology Transactions

At Munck Wilson Mandala, we have a passion for technology and a commitment to providing the best possible representation for technology companies. Our attorneys have the background to address the complexities of technology related transactions. We have represented businesses around the world in connection with royalty agreements, content licenses, invention agreements, and confidentiality/non-disclosure agreements.

We also have extensive experience with technology development and transfer agreements, software licensing and distribution arrangements, outsourcing agreements, e-commerce transactions and other contracts that are the lifeblood of technology companies.

We provide sophisticated IP portfolio due diligence. We understand that individual agreements and transactions, as well as your patent and asset-protection program, must work together as integral parts of your broader business strategies. The combination of our expertise in technology and intellectual property law and proficiency in transactional work enables us to offer integrated solutions that provide a strong foundation for your success.

### Venture Capital and Private Equity

Munck Wilson Mandala attorneys have the experience necessary to represent venture capital and private equity funds, institutional investors and public and private companies in all types of private fund transactions, including fund formations, acquisitions, investments, joint ventures, financings, recapitalizations, sales and other exit strategies. We have the knowledge and skill to represent venture capital and private

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equity clients in connection with their investments, whether in the form of buyouts (leveraged, management-led or otherwise), majority investments, minority investments, joint ventures or other structures. In connection with such representation, we can provide advice with respect to structuring the initial investment, preparation of private offering documents and fund partnership and limited liability company agreements, legal and business due diligence, as well as drafting and negotiation of definitive investment and financing documents. We can also provide ongoing support to our private equity clients in their management and oversight of portfolio investments. Lastly, we can assist our clients with various exit strategies, including leveraged recapitalizations, divestitures and IPOs.

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