

# 2020 FORUM ON M&A AND GOVERNANCE

BERKELEY CENTER FOR LAW AND BUSINESS



FEBRUARY 6, 2020 | SAN FRANCISCO

# 2020 Forum on M&A and Governance

12:30pm-1:00pm	<b>Registration</b>	
1:00pm-1:05pm	<b>Welcome and Overview</b>	
	<b>Speakers:</b>	Steven Davidoff Solomon, University of California, Berkeley and Ethan Klingsberg, Freshfields Bruckhaus Deringer
1:05pm-1:40pm	<b>Sense, Sensibility and Science</b>	
<b>Keynote 1</b>	<b>Speaker:</b>	Saul Perlmutter, University of California, Berkeley
1:40pm-2:10pm	<b>Conversation with the Honorable Kathaleen McCormick</b>	
<b>Keynote 2</b>	<b>Speaker:</b>	The Honorable Kathaleen McCormick, Court of Chancery
	<b>Interviewers:</b>	Meredith Kotler, Freshfields Bruckhaus Deringer Jill Fisch, University of Pennsylvania
	<b>Expert Questioners:</b>	Rolin Bissell, Young Conaway Stargatt & Taylor
2:10pm-2:25pm	<b>Networking Break</b>	
2:25pm-2:55pm	<b>The New CFIUS</b>	
<b>Keynote 3</b>	<b>Speaker:</b>	Thomas Feddo, United States Department of Treasury
	<b>Interviewer:</b>	Aimen Mir, Freshfields Bruckhaus Deringer
	<b>Expert Questioner:</b>	Jeanine McGuinness, Orrick, Herrington & Sutcliffe
2:55pm-3:35pm	<b>Deconstructed Panel – Regulatory Deal Risk</b>	
<b>Panel 1</b>	<b>Speakers:</b>	Annemiek Wilpshaar, European Commission Scott Fitzgerald, United States Department of Justice
	<b>Facilitator:</b>	Mary Lehner, Freshfields Bruckhaus Deringer
	<b>Expert Questioners:</b>	Michael O'Bryan, Morrison & Foerster Dan Burch, MacKenzie Partners



FEBRUARY 6, 2020 | SAN FRANCISCO

# 2020 Forum on M&A and Governance

3:35pm-4:05pm	<b>Securing the Future of the Internet</b>	
<b>Keynote 4</b>	<b>Speaker:</b>	Alex Stamos, Center for International Security and Cooperation
	<b>Interviewer:</b>	Catherine Crump, University of California, Berkeley
	<b>Expert Questioner:</b>	Giles Pratt, Freshfields Bruckhaus Deringer
4:05pm-4:20pm	<b>Networking Break</b>	
4:20pm-4:50pm	<b>WeWork and the Future of the Capital Markets</b>	
<b>Keynote 5</b>	<b>Speakers:</b>	Maureen Farrell, <i>The Wall Street Journal</i> Eliot Brown, <i>The Wall Street Journal</i>
	<b>Interviewer:</b>	Frank Partnoy, University of California, Berkeley
	<b>Expert Questioner:</b>	Christina Stenson, Gladstone Place Partners
4:50pm-5:35pm	<b>Deconstructed Panel – Direct Listings and the Future of IPOs</b>	
<b>Panel 2</b>	<b>Speakers:</b>	Kristin Sverchek, Lyft Barry McCarthy, Spotify Rizvan Dhalla, Morgan Stanley
	<b>Facilitator:</b>	Pamela Marcogliese, Freshfields Bruckhaus Deringer
	<b>Expert Questioners:</b>	Michael Tumas, Potter Anderson & Corroon David Peinsipp, Cooley Patricia Vella, Morris, Nichols, Arsht & Tunnell
5:35pm-6:25pm	<b>Deconstructed Panel – Process Innovations in M&amp;A</b>	
<b>Panel 3</b>	<b>Speakers:</b>	Wendra Liang, ASG Technologies Wei Chen, Salesforce Tait Svenson, Square Sergio Letelier, Hewlett Packard Enterprise
	<b>Facilitator:</b>	Steven Davidoff Solomon, University of California, Berkeley
	<b>Expert Questioners:</b>	Scott Winter, Innisfree Bruce Goldfarb, Okapi Partners Amr Razzak, Skadden, Arps, Slate, Meagher & Flom
6:25pm-7:30pm	<b>Cocktail Reception</b>	



FEBRUARY 6, 2020 | SAN FRANCISCO

# Rolin Bissell

## Young Conaway Stargatt & Taylor

Rolin Bissell is partner at Young Conaway Stargatt & Taylor LLP in Wilmington, Delaware. With over 30 years of experience, Mr. Bissell's practice focuses on assisting companies, their boards, and significant investors with counseling and litigation concerning complex Delaware corporation law issues arising from major transactions, activist campaigns, financial distress situations, and other forms of corporate crisis.



His practice focuses on:

- litigation in the Delaware Court of Chancery and Delaware Supreme Court concerning mergers and acquisitions, proxy contests, directors and officers liability, and executive compensation issues;
- counseling directors, officers, special committees and stockholders on issues of merger and acquisition law, corporate and director liability, and other corporate governance issues;
- disputes concerning transactions with and governance of master limited partnerships, limited liability company and partnership agreements;
- counseling and litigation concerning the restructuring, mergers and acquisitions, and refinancing of distressed companies; and
- disputes involving complex contractual agreements such as merger agreements, asset purchase agreements, bond indentures and joint venture agreements.

He speaks and writes frequently on corporation law and related topics. Mr Bissel is a fellow of the American College of Governance Counsel and sits on the Advisory Board of the Weinberg Center for Corporate Governance of the University of Delaware. He is Chair of the Friends Committee of the American Philosophical Society.



FEBRUARY 6, 2020 | SAN FRANCISCO



# Eliot Brown

## The Wall Street Journal

Eliot Brown covers startups and venture capital for *The Wall Street Journal*, working out of the San Francisco bureau. He joined the Journal in 2010, when he was hired to cover commercial real estate in the wake of the financial crisis.

He previously worked at the *New York Observer*, where he covered economic development and local politics, and is a graduate of Macalester College in St. Paul, Minnesota.



# Wei Chen

## Salesforce

Wei Chen is a Senior Vice President and Associate General Counsel at Salesforce, leading the legal functions for mergers & acquisitions, strategic investment, real estate and data center. During her 10-year tenure at Salesforce, Salesforce has become one of the most active acquirers and strategic investors in the technology space, the largest corporate tenant in San Francisco, and a prominent leader in cloud computing.

Ms. Chen received *The Recorder* "In-House Impact Award" in 2015 and her team received *The Recorder* "Deals and Acquisitions" Award in 2014. Wei started The Atticus Project, a consortium of leading in-house departments and law firms dedicated to accelerating high-quality, low-cost and timely M&A diligence review using ethical AI.

Wei Chen started her legal career at Skadden, Arps and then at Cooley. Prior to joining Salesforce,

Wei Chen served as the Assistant General Counsel at Sun Microsystems, responsible for all of its M&A activities. Wei is a sub-4-hour marathoner and an active volunteer in her community and local schools. When she is not busy doing deals, Ms. Chen loves coaching young students on their public speaking skills.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Catherine Crump

## University of California, Berkeley

Catherine Crump is an Assistant Clinical Professor of Law at UC Berkeley, School of Law, where she directs the Samuelson Law, Technology & Public Policy Clinic. Her advocacy and research focus on the impact of new technologies on civil liberties and the justice system.



Ms. Crump's civil liberties advocacy focuses on uncovering information about how law enforcement agencies deploy surveillance technology and promoting expansive protections for privacy and free speech in the face of increasingly advanced technologies. Ms. Crump's work also examines how technology is reshaping the justice system, from the investigative phase through trial to post-conviction supervision.

Ms. Crump has litigated cases on behalf of clients in numerous federal district and appellate courts and in the California Supreme Court. She has also testified before Congress, the European Parliament, and various state legislatures and municipal bodies. She appears regularly in the news media, and her TED talk on automatic license plate readers has been viewed nearly two million times.

Ms. Crump's scholarly agenda examines deployments of surveillance technology on the ground by state and local justice agencies. She seeks to harness the details of how surveillance is governed and deployed to inform broader theoretical debates about surveillance, liberty, and democratic accountability. Her article, *Surveillance Policy Making by Procurement*, appeared in the *Washington Law Review*. Her article *Tracking the Trackers: An Examination of Electronic Monitoring of Youth in Practice*, was published by the *UC Davis Law Review*.

Prior to joining the Berkeley Law faculty, Ms. Crump spent nearly nine years at the American Civil Liberties Union. Before that, she clerked for Judge M. Margaret McKeown of the United States Court of Appeals for the Ninth Circuit. She is a graduate of Stanford University and Stanford Law School.

### Education

B.A., Stanford University (2000)

J.D., Stanford Law School (2004)



FEBRUARY 6, 2020 | SAN FRANCISCO

# Steven Davidoff Solomon

University of California, Berkeley

Professor Davidoff Solomon is one of the nation's most well-known authorities on corporate law. His research focuses on the intersection of law and finance with a particular focus on corporate law and governance, mergers and acquisitions, and capital markets.



He is the author of one of the leading casebooks on mergers and acquisitions. In the past four years, four of his law review articles have been selected as being among the "top ten" articles published in corporate and securities law in their respective years, among the 400+ articles that are published each year, by scholars in the field. He has also published in leading peer-reviewed finance and economic journals such as the *Journal of Financial Economics* and the *American Law & Economics Review*.

Professor Davidoff Solomon writes a weekly column for *The New York Times* as The Deal Professor, which primarily focuses on corporate issues. He also has written in trade journals such as *The Atlantic*, lectures, has testified before the U.S. Senate, and is frequently quoted in the national media on issues related to capital markets and mergers and acquisitions. The National Association of Corporate Directors has thrice named him as one of the 100 most influential people in the United States corporate boardroom community.

Professor Davidoff Solomon is regularly involved in major public company deals and has been an expert witness in litigation involving numerous high-profile transactions.

Prior to entering academia, Professor Davidoff Solomon practiced as a corporate attorney for about nine years with Shearman & Sterling in its New York and London offices and with Freshfields Bruckhaus Deringer in its London office.

Professor Davidoff Solomon graduated from the Columbia University School of Law, where he was a Harlan Fiske Stone Scholar. He received a bachelor's degree from the University of Pennsylvania, cum laude. He has a master's degree in finance from the London Business School.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Rizvan Dhalla

## Morgan Stanley

Rizvan Dhalla leads Technology Corporate Finance Execution at Morgan Stanley. He focuses on helping Morgan Stanley's clients explain their innovative technology and business models to investors through their S-1s, roadshow presentations and investor videos.



He has helped a number of leading companies execute IPOs and Direct Listings including Coupa, Domo, DocuSign, HubSpot, MongoDB, Pluralsight, SendGrid, Shopify, Slack, Spotify, Smartsheet, Snap, Uber, Zoom and Zscaler.

Mr. Dhalla holds a Bachelor of Commerce degree from the University of British Columbia. He and his family, including 3 teenage daughters, recently moved back to the West Coast and are enjoying the sunny Bay Area weather.



FEBRUARY 6, 2020 | SAN FRANCISCO



# Maureen Farrell

## The Wall Street Journal

Maureen Farrell is a reporter covering initial public offerings and capital markets for the *The Wall Street Journal* in New York. She is currently working on a book with her colleague, Eliot Brown, on the rise and fall of WeWork based on their reporting. Prior to joining the *The Wall Street Journal* in 2013, she worked as a reporter at various publications, including *Forbes* and *CNNMoney*.

She graduated from Duke University with a degree in English literature and the Columbia School of Journalism.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Thomas Feddo

## United States Department of Treasury

Thomas Feddo serves as Assistant Secretary of the Treasury for Investment Security, where he oversees Treasury's foreign investment review process through the Committee on Foreign Investment in the United States (CFIUS). Before his confirmation in September 2019 as the first Assistant Secretary for Investment Security, Mr. Feddo served at the U.S. Department of the Treasury as Deputy Assistant Secretary for Investment Security, beginning in May 2018.



Prior to this, Mr. Feddo practiced law as a partner in the international trade group of Alston & Bird LLP, and served from February 2009 to January 2016 as the Assistant Director for Enforcement at the Office of Foreign Assets Control. Before OFAC, Mr. Feddo served in the George W. Bush Administration as Special Assistant to the General Counsel of the United States Navy, advising on legal and policy matters involving the full range of general business and commercial law for the Navy, Marine Corps, and Navy Secretariat.

Previously, Mr. Feddo worked as an oversight counsel at the U.S. House of Representatives' Energy and Commerce Committee, leading investigations related to public health, energy, the environment, consumer protection, telecommunications, trade, and homeland security from 2003 to 2007. Mr. Feddo also practiced patent and trademark litigation at Pillsbury Winthrop LLP, and clerked at the U.S. Court of Federal Claims.

At the start of his career, Mr. Feddo served as an officer in the U.S. Navy's submarine service, serving on the "fast attack" submarine USS Salt Lake City until 1995 when he joined the NCIS Antiterrorist Alert Center as a watch officer and analyst.

Mr. Feddo holds a J.D. with honors from George Washington University and a Bachelor of Science degree (with merit) in aerospace engineering from the U.S. Naval Academy. He has earned two Navy Achievement Medals, a Navy Commendation Medal, the Navy's Superior Public Service Award, and the Treasury Secretary's Meritorious Service Award. He currently lives in Virginia with his wife and three children.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Professor Jill Fisch

## University of Pennsylvania

Jill Fisch is the Saul A. Fox Distinguished Professor of Business Law and co-director of the Institute for Law and Economics at the University of Pennsylvania Law School where she teaches and writes on corporate law, corporate governance and securities regulation. Prior to joining Penn, Professor Fisch was the T.J. Maloney Professor of Business Law at Fordham Law School and Founding Director of the Fordham Corporate Law Center. Professor Fisch has also served as a visiting professor at Harvard Law School, Columbia Law School, U.C. Berkeley Law School and Georgetown University Law Center.



Professor Fisch has lectured on corporate and securities law around the world. Her scholarship focuses on the intersection of business and law, including the role of regulation and litigation in addressing limitations in the disciplinary power of the capital markets. Her work has appeared in top law reviews, including the *Harvard Law Review*, the *Yale Law Journal*, and the *University of Pennsylvania Law Review*. Current projects include ongoing research on the role of institutional investors in corporate governance as well as experimental research into retail investor decision-making.

Professor Fisch is the recipient of various awards including the Penn LLM Prize for Excellence in Teaching and the Robert A. Gorman Award for Excellence in Teaching. She is an associate reporter for the American Law Institute's Restatement of Corporate Governance, a director of the European Corporate Governance Institute and a member of the National Adjudicatory Council of the Financial Industry Regulatory Authority. Before entering academia, Professor Fisch practiced law as a trial attorney with the United States Department of Justice, Criminal Division, and as an associate at the law firm of Cleary Gottlieb Steen & Hamilton. She received her B.A. from Cornell University and her J.D. from Yale Law School.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Scott Fitzgerald

## United States Department of Justice

Scott Fitzgerald is an Assistant Chief in the Healthcare and Consumer Products Section of the Antitrust Division of the U.S. Department of Justice, which investigates and litigates civil cases involving healthcare, consumer goods, and forest products.



In his current role, he helped oversee the Division's review of CVS's acquisition of Aetna. Previously, Mr. Fitzgerald worked as a trial attorney, where he led the Antitrust Division's investigation into Anthem's proposed merger with Cigna, one of the largest merger cases in history. Mr. Fitzgerald also did a detail as a special assistant U.S. attorney in the Eastern District of Virginia. He received his J.D. from the University of Washington School of Law and a B.A. in economics from Brigham Young University.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Bruce Goldfarb

## Okapi Partners

Bruce Goldfarb is a founder of proxy solicitation and investor response firm Okapi Partners, where he serves as its President and Chief Executive Officer. Mr. Goldfarb works extensively with corporations and investors on proxy solicitation and information agent campaigns. He focuses on investor response strategy and execution for contested election campaigns, mergers and acquisitions, corporate governance matters, ESG engagement and other extraordinary situations.



Prior to establishing Okapi Partners, Mr. Goldfarb was the Senior Managing Director and General Counsel of Georgeson Inc. (now a subsidiary of Computershare Limited), where he headed the Global M&A Advisory Group.

Before entering the proxy solicitation business, Bruce was a Senior Vice President of the investment management firm, Scudder, Stevens & Clark, which is now a part of DWS Group. At Scudder, he was a member of the Legal Department and served as Chairman of the Firm's Proxy Review Committee.

Bruce practiced corporate law at Cravath, Swaine & Moore for more than six years, where he specialized in mergers and acquisitions, securities transactions and international matters.

Mr. Goldfarb earned a J.D. from Columbia University School of Law. He also received a B.A. in the History of Art from the University of Pennsylvania concurrently with a B.S. Econ., concentration in Finance, from its Wharton School.



FEBRUARY 6, 2020 | SAN FRANCISCO



# Ethan Klingsberg

## Freshfields Bruckhaus Deringer

Ethan Klingsberg is a partner at Freshfields in New York whose practice comprises corporate, public company board of directors, M&A and SEC matters.



He has been repeatedly named a “BTI Client Service All-Star” based on the survey of general counsels of the Fortune 1000, and “Most Valuable Practitioner” in M&A, as well as having been selected, for a number of different assignments, as Dealmaker of the Year, Dealmaker of the Week and Dealmaker in the Spotlight by *The American Lawyer* and *The Deal*, and as a recipient of the Burton Award for Legal Achievement for writing on fiduciary duties. He is recognized as one of the country’s leading corporate lawyers in every major guide.

Mr Klingsberg has helped a number of companies prevail against, manage and work constructively with “activist stockholders,” including in scenarios where these stockholders have board seats, are seeking board seats and do not have board seats.

His transactional work includes leading on numerous separation transactions, including split-offs, spin-offs and divestitures; mergers of public companies; leveraged sales of public and private companies to sponsors; and acquisitions of venture backed, late stage companies.

Last year, he represented the family groups that owned virtually all of Levi Strauss & Co. in the development of a dual class capital structure and other governance reforms that were adopted in connection with the company’s IPO. Concurrently with that assignment, he was lead counsel to the independent directors of Pinterest in connection with the adoption of a dual class capital structure and the governance structures that came into effect in connection with that company’s IPO.

He regularly represents boards on balancing their defense profile against the demands of “good governance,” resolving conflicts, and working through how to approach evaluations of whether to pursue strategic alternatives and how to respond to unsolicited indications of interest.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Meredith Kotler

## Freshfields Bruckhaus Deringer

Meredith Kotler specializes in high-stakes litigation, including securities, M&A, and shareholder disputes. As major M&A transactions and board-level controversies continue to receive scrutiny, Meredith has defended companies, financial institutions and their management and boards in litigation relating to dozens of transactions with a cumulative value of over \$95 billion in the last six years.



She has played a leading role in many matters raising novel corporate governance issues, including the corporate control battle between National Amusements, Inc. and CBS Corporation, for which she was named "Litigator of the Week" by *The American Lawyer* for her successful representation of NAI and the Redstones. She has also secured dismissals of significant securities class actions for major financial institutions, corporations and their boards and management.

From 1998 to 2004, Ms. Kotler served as an Assistant US Attorney in the Southern District of New York, including as Deputy Chief Appellate Attorney. Her writings on the latest developments in Delaware courts and deal litigation have been published in the *Harvard Law School Forum on Corporate Governance* and other outlets.

Ms. Kotler is recognized among leading practitioners for Securities and M&A Litigation by *Chambers USA*, *Legal 500 US* and *Benchmark Litigation*. She received her JD, *cum laude*, from Harvard Law School, and her undergraduate degree, *summa cum laude*, from Princeton University.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Mary Lehner

## Freshfields Bruckhaus Deringer

Mary Lehner is a partner in Freshfields Bruckhaus Deringer's antitrust, competition and trade group. Ms. Lehner focuses her practice on representing clients before the US Federal Trade Commission and Department of Justice Antitrust Division on the antitrust aspects of M&A, joint ventures, distribution and intellectual property arrangements, and other competitive conduct.



Before joining Freshfields, Ms. Lehner served as an advisor to two FTC Chairs, providing counsel on antitrust investigations, enforcement actions, policy initiatives, public relations, and congressional strategies. Prior to her role in the Chairman's office, Ms. Lehner oversaw antitrust merger investigations as a lead attorney in the FTC's Bureau of Competition. She is a leader in the American Bar Association Section of Antitrust Law, serving for a number of years as a vice chair of the Mergers & Acquisitions Committee before moving to vice chair of Corporate Counseling.

Ms. Lehner serves on the Steering Committee of *GCR's* Women in Antitrust annual conference, has participated as a panelist in Women's Competition Network and ABA Women in Deal Work events, and is a leader of the Freshfields US Diversity & Inclusion Committee. Ms. Lehner is admitted to practice in the District of Columbia and the Commonwealth of Virginia.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Sergio Letelier

## Hewlett Packard Enterprise

Sergio Letelier is Vice President and Deputy General Counsel Corporate, Securities and Mergers & Acquisitions group within HPE's Legal Department.



In this capacity, Mr Letelier and his team are responsible for:

- (i) Corporate matters including SEC reporting, Governance, and support of HPE's Board of Directors;
- (ii) Mergers and Acquisitions;
- (iii) support to HPE's Tax Department in respect of corporate restructurings; and (iv) general support to Treasury and Controllershship.

Mr. Letelier holds this position since December 2017. Before this, he led the Corporate, M&A and Ventures team of HPE's Corporate, Securities and M&A legal group, ensuring oversight and management of M&A transactions, Venture Investments and Corporate restructurings.

Throughout his tenure, Mr. Letelier has occupied various roles within HP's Legal department. Mr. Letelier joined HP France's legal department in 2002 as corporate lawyer. He subsequently joined HP's Corporate, Securities and M&A EMEA section in 2004 and worked on a variety of M&A transactions, integrations, restructurings and governance matters before assuming the role of CSM&A International Operations Director in 2008. In 2013, Mr. Letelier assumed the role of Vice President of the Corporate, M&A and Ventures group.

In the last few years Mr. Letelier has notably advised on key transactions such as the HP/HPE separation (55 BUSD Spinoff), the Enterprise Services Spin Merger, the HPE Software divestiture, the Nimble acquisition, and more recently the Cray acquisition.

Mr. Letelier started his career as a tax lawyer in Paris, France and founded an advisory firm which specialized in tax advice to SMBs.

He earned a Masters and a Postgraduate degree in Law from the University of Paris I Pantheon-Sorbonne, an LLM from the University of Cologne (Germany), and a Postgraduate degree in taxes and international financial strategy from HEC Paris.

Sergio is fluent in English, French, German and Spanish. He is happily married to his wife Laure and has two children, Alice and Martin. He is based in San Jose, California.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Wendra Liang

## ASG Technologies

Wendra Liang is General Counsel of ASG, a software company that buys and builds vertical SaaS businesses. Previously, she was Director of Corporate, Securities and M&A at Atlassian, Corporate Counsel at NetSuite, and Associate at Wilson Sonsini.



She holds a J.D., M.A. (Anthropology) and B.A. (Human Biology) from Stanford University, where she was captain of the Women's Golf Team. She enjoys learning languages, cooking (and eating), serving as a mentor through the East Bay College Fund, and struggling with the *New Yorker* caption contest.



FEBRUARY 6, 2020 | SAN FRANCISCO



# Pamela Marcogliese

Freshfields Bruckhaus Deringer



Pamela Marcogliese is a partner in Freshfields' New York office whose practice focuses on capital markets matters. She has played a crucial role in a number of high-profile capital markets transactions over the past few years, including Pinterest's 2019 IPO.

Ms. Marcogliese also has extensive experience in corporate governance matters, advising on disclosure and corporate governance issues. She regularly advises boards of directors and management on a variety of topics, including disclosure and compliance matters; stock exchange listing requirements; CEO and director succession, board composition and director independence; shareholder engagement, shareholder proposals and proxy season trends; and environmental, social and governance (ESG) issues. In addition to her practice, Ms. Marcogliese regularly lectures and writes on corporate governance, cybersecurity and blockchain topics.

Ms. Marcogliese is ranked among only four leading lawyers for Corporate Governance in the US by *Legal 500*, and has been named among "Rising Stars" in Capital Markets by *Law360* and "Trailblazers" for Cryptocurrency, Blockchain & FinTech by *The National Law Journal*.

She received her B. C.L./LL.B. from McGill University and *maitrise* from Université de Paris I - Pantheon-Sorbonne.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Barry McCarthy

## Spotify

Barry McCarthy is a member of the board of directors of Spotify and from 2015-2019 was its Chief Financial Officer. As CFO he was responsible for overseeing the company's financial and legal affairs, for managing its advertising sales business, and its corporate development activities.



Prior to joining Spotify, Mr. McCarthy was a private investor and served as a member of the board of directors of several private companies, including for Spotify from 2014 to 2015.

He also has served as a member of the board of directors of Pandora from 2011 to 2013 (Chairman of the audit committee), Eventbrite from 2011 to 2015, and Chegg from 2010 to 2015 (Chairman of the audit committee). Since 2011, Mr. McCarthy also has served as an Executive Adviser to Technology Crossover Ventures.

From 1999 to 2010, Mr. McCarthy served as the Chief Financial Officer and Principal Accounting Officer of Netflix. Before joining Netflix, Mr. McCarthy served in various management positions in management consulting, investment banking, and media and entertainment.

Mr. McCarthy holds a Bachelor of Arts in History from Williams College and a Master of Business Administration in Finance from the Wharton School at the University of Pennsylvania.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Aimen Mir

## Freshfields Bruckhaus Deringer

Aimen Mir's is a partner in the Washington office of Freshfields Bruckhaus Deringer LLP.

With more than a decade of experience shaping and implementing US national security and investment policy, Mr. Mir focuses his practice on the national security review of foreign investments conducted by the Interagency CFIUS, US technology transfer and export control policy, and other national security and foreign policy-based regulations of international business transactions.

In his government leadership roles, Mr. Mir managed the CFIUS review process, most recently as the Deputy Assistant Secretary for Investment Security at the U.S. Department of the Treasury, and also served as the principal US government liaison with partner governments on foreign investment review issues and played a leading role in shaping and negotiating the recently enacted FIRRMA, the most significant expansion of CFIUS's powers in 30 years.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Kathaleen McCormick

## Court of Chancery

The Honorable Kathaleen McCormick was sworn in as a Vice Chancellor of the Court of Chancery on November 1, 2018. Prior to joining the Court, Vice Chancellor McCormick was a partner in the Delaware law firm Young Conaway Stargatt & Taylor, LLP, where she focused her practice on litigating internal governance and corporate disputes, primarily in the Court of Chancery.

Before entering private practice, Vice Chancellor McCormick was a staff attorney with the Community Legal Aid Society, Inc. Vice Chancellor McCormick received her bachelor's degree in philosophy from Harvard College and her law degree from Notre Dame Law School.



# Jeanine McGuinness

## Orrick, Herrington & Sutcliffe

Jeanine McGuinness is a partner at Orrick, Herrington & Sutcliffe LLP.

She concentrates in U.S. trade and investment laws applicable to cross-border transactions, focusing on U.S. economic sanctions, anti-money laundering laws, anti-boycott laws, the Foreign Corrupt Practices Act (FCPA) and transaction reviews by U.S. national security agencies, including the Committee on Foreign Investment in the United States (CFIUS).

Ms. McGuinness clients include major U.S. and foreign financial institutions, and pharmaceutical, technology, telecommunications, energy and natural resources companies.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Frank Partnoy

## University of California, Berkeley

Before joining Berkeley Law in 2018, Frank Partnoy taught for 21 years at the University of San Diego, where he was the George E. Barrett Professor of Law and Finance and received the Thorsnes Prize for Excellence in Teaching three times.



Mr. Partnoy has been an international research fellow at Oxford University since 2010, and has been a visiting professor at the University of Sydney and the Rady School of Management. He is currently a member of the Financial Economists Roundtable.

Mr. Partnoy has written several dozen scholarly publications on topics in business law and financial markets, including in peer-reviewed journals (e.g., Journal of Finance, Journal of Accounting and Economics, Journal of Corporate Finance, Accounting Review, Socio-Economic Review), in chapters of academic press books (e.g., Oxford, Cambridge, Chicago, Brookings), and in law reviews (e.g., Chicago, Pennsylvania, Georgetown). Mr. Partnoy also is co-author of several academic books, including a leading casebook that he assigns for Business Associations.

Partnoy is the author of four trade press books: WAIT, The Match King, Infectious Greed, and F.I.A.S.C.O. He writes regularly for The Atlantic, and has written multiple articles each for The New York Review of Books, Harvard Business Review, and The Wall Street Journal, as well as more than fifty opinion pieces for the print editions of The New York Times and the Financial Times. Mr. Partnoy has appeared on numerous media programs, including 60 Minutes and The Daily Show with Jon Stewart, and has testified as an expert before both houses of Congress.

Before becoming a professor, Mr. Partnoy worked as a lawyer at Covington & Burling and as a fixed income derivatives specialist at Morgan Stanley and CS First Boston. He clerked for the Honorable Michael B. Mukasey in the Southern District of New York.



FEBRUARY 6, 2020 | SAN FRANCISCO



# David Peinsipp

## Cooley

David Peinsipp is co-chair of Cooley's global capital markets practice group. Mr. Peinsipp has a general business and corporate law practice, representing both emerging and public companies in a variety of matters, including public offerings and fundraising, formation and financing activities, Securities and Exchange Commission reporting and compliance, corporate governance and M&A.



Mr. Peinsipp also represents investment banks, venture capitalists and financial institutions in a variety of equity, debt and equity-linked transactions, including public offerings, private placements and PIPE.

Since 2011, Mr. Peinsipp has been involved in 50+ IPOs or other offerings of debt or equity, including IPOs for DocuSign, Stitch Fix, Snap, Atlassian, Yelp, New Relic, Zynga, LinkedIn, Zendesk, FireEye, MINDBODY, Tableau, Zscaler and Invitae.

Mr. Peinsipp is regularly recognized as a leading capital markets lawyer by publications such as *Legal 500* and *Chambers USA*. In 2019, Dave was named one of *Law360's* Capital Markets MVPs and one of the Top 100 Lawyers in California by the *Daily Journal*. He has also been recognized by the *Daily Journal* as one of the Top 20 under 40.

### **His public and private company clients include:**

Brilliant Light Power, Cargomatic, Critical Pass, Delos Living, HDS Global, Houzz, Humu, Intarcia, Kodiak, Mixpanel, New Relic, Orbus, Principia, Prolacta, Reltio, Rigel, Smashgg, Stitch Fix, Sun Basket, Uber, Vouch, Xant, Yelp, Zenefits, Zinc.io

### **Representations of investment banks, including:**

BofA Securities, Citigroup, Credit Suisse, Deutsche Bank, Goldman Sachs, Jefferies, J.P. Morgan, Morgan Stanley

### **Representations of investors, including:**

Accel Partners, Andreessen Horowitz, Bay City Capital, Hydrazine Capital, New Enterprise Associates, SVB Capital Partners

### **Education**

- New York University School of Law JD, 2001
- University of Florida, BS, 1998, Psychology

### **Bar Admissions**

- California Memberships American Bar Association
- The Bar Association of San Francisco

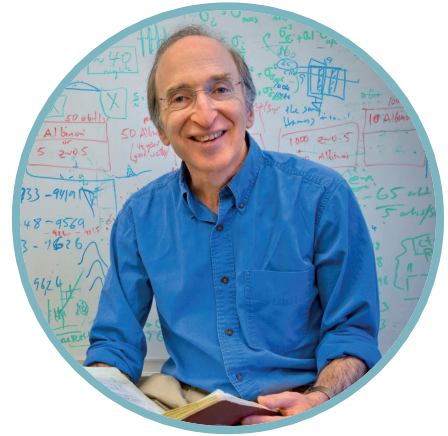


FEBRUARY 6, 2020 | SAN FRANCISCO

# Saul Perlmutter

## University of California, Berkeley

Saul Perlmutter is a 2011 Nobel Laureate, sharing the prize in Physics for the discovery of the accelerating expansion of the Universe. He is a professor of physics at the University of California, Berkeley, where he holds the Franklin W. and Karen Weber Dabby Chair, and a senior scientist at Lawrence Berkeley National Laboratory.



He is the leader of the international Supernova Cosmology Project, and director of the Berkeley Institute for Data Science and executive director of the Berkeley Center for Cosmological Physics.

His undergraduate degree was from Harvard and his PhD from UC Berkeley. In addition to other awards and honors, he is a member of the National Academy of Sciences and the American Academy of Arts and Sciences and a fellow of the American Physical Society and the American Association for the Advancement of Science. Perlmutter has also written popular articles, and has appeared in numerous PBS, Discovery Channel, and BBC documentaries.

His interest in teaching scientific-style critical thinking for scientists and non-scientists alike led to Berkeley courses on Sense and Sensibility and Science and Physics & Music.



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# Giles Pratt

## Freshfields Bruckhaus Deringer

Giles Pratt heads Freshfields' international IP and technology group, and leads its London data and cyber practice.

He is an experienced adviser on international transactions involving valuable brands, technology, content and data, and he is recognised for his work across the full range of legal issues relating to data, including IP protection and data privacy matters, particularly in the context of M&A, data licensing deals, crises, investigations, and new data uses and analytics including AI.

Mr. Pratt is a regular speaker on data issues, including most recently at WebSummit's Corporate Innovation Summit, the Abu Dhabi Digital Authority's regional tech conference – DigitalNext, Privacy Law & Business' annual conferences, and on Bloomberg Technology TV. He is on the editorial board of *Global Data Review*, and is the editor and co-author of *Global Data Review's* Insight Handbook 2020. He is also a founding member of the City of London Law Society Data Committee.



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# Amr Razzak

## Skadden, Arps, Slate, Meagher & Flom

Amr Razzak is a partner in the Palo Alto office of Skadden, Arps. He represents clients in a broad range of corporate transactions and corporate governance matters, including mergers and acquisitions, joint ventures, investment and capital markets transactions, and situations involving shareholder activism.



Mr. Razzak's practice encompasses transactions involving public and private companies, private equity funds, friendly and unsolicited situations, and U.S. and cross-border transactions. He has significant experience handling transactions in Europe, Asia and Australia, as well as in growth markets such as India, Israel, China, Egypt and Singapore.

Before joining the firm's Palo Alto office in 2004, Mr. Razzak was resident in Skadden's New York and Singapore offices, where he worked on many transactions recognized by industry publications in their annual reviews of the year's largest and most innovative deals.

Mr. Razzak has been recognized annually as a leading lawyer by *Chambers USA: America's Leading Lawyers for Business*. He also has been named in *IFLR1000* and was a key member of the Skadden deal teams recognized in *The Recorder's* 2019 California Leaders in Technology Law contest, as well as in the publication's 2017 Corporate Department of the Year contest, in which Skadden took top honors in the U.S. M&A and Cross Border M&A categories.

Mr. Razzak is one of the lead attorneys in Skadden's award-winning pro bono initiative "Know Your Rights and Know the Law: Sex, Bullying and Social Media," which provides high school students with critical tools and information for navigating their legal rights and responsibilities in the realm of social media. He serves as chair of the Palo Alto office's Diversity Committee and is a member of Skadden's Global Women's Initiative Committee.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Alex Stamos

## Center for International Security and Cooperation

Alex Stamos is a cybersecurity expert, business leader and entrepreneur working to improve the security and safety of the Internet through his teaching and research at Stanford University.



Mr. Stamos is an Adjunct Professor at Stanford's Freeman-Spogli Institute, a William J. Perry Fellow at the Center for International Security and Cooperation, and a visiting scholar at the Hoover Institution. As a Chief Security Officer at Facebook and Yahoo and a cofounder of iSEC Partners, Alex has investigated and responded to some of the most seminal events in the short history of cybersecurity, and has been called the "Forrest Gump of InfoSec" by friends. He is working on election security as a member of the Annan Commission on Elections and Democracy and advising NATO's Cybersecurity Center of Excellence. He has spoken on six continents, testified in Congress, served as an expert witness for the wrongly accused, earned a BSEE from UC Berkeley and holds five patents.

# Christina Stenson

## Gladstone Place Partners

Christina Stenson is a partner at Gladstone Place Partners based in San Francisco. She is a longtime communications professional working at the intersection of technology, finance and media.



She has worked on a range of financial communications and issues management situations. She works with corporates, start-ups, venture capital and private equity firms to develop effective communications strategies in the areas of corporate positioning, M&A, IPOs, restructuring, activism, and corporate governance issues, including working with Boards and leadership teams on several CEO transitions this year.



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# Tait Svenson

## Square

Tait Svenson is the Corporate Lead at Square and is responsible for all corporate legal matters, including M&A.

Prior to Square, he co-founded a mobile marketing rewards company, leading the team from financing through an exit to a strategic partner.

He began his career practicing corporate law at Wilson Sonsini Goodrich & Rosati in San Francisco and Shearman & Sterling in New York.



# Kristin Sverchek

## Lyft

As Lyft's first in-house lawyer, Kristin Sverchek has led Lyft's legal team and strategy as General Counsel since November 2012. In that time, she has helped Lyft grow from a small, private San Francisco-only company to a public company with a presence in all fifty states and Canada.

During her time at Lyft, Kristin Sverchek has built a robust legal team covering specialty practice areas including employment, regulatory, litigation, insurance, corporate, and commercial transactions.

In January 2015, she was Lyft's first female employee to take maternity leave, a policy which she helped develop in connection with the Human Resources Department. Kristin Sverchek has an undergraduate degree in molecular and cell biology from UC Berkeley and her law degree from UC Hastings, and she started her career working in private practice as a corporate transactional lawyer at both Gunderson Dettmer and Silicon Legal Strategy before going in-house at Lyft.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Michael O'Bryan

## Morrison & Foerster

Michael O'Bryan advises on U.S. and international mergers, acquisitions, divestitures, and other strategic transactions, including "going private" and other related party transactions.

He has been involved in more than 350 M&A transactions, advising companies, boards, and special committees, as well as investment banks, in both negotiated and contested transactions. He works with clients across a variety of industries, including in the technology, software, telecommunications, Internet, consumer, and health care/life sciences sectors.

Clients in *Legal 500* describe Mr. O'Bryan as "*a very seasoned M&A lawyer with a depth of technical expertise.*" He is also recommended as a leading lawyer by *Best Lawyers in America* (2013 2020).

Prior to moving to San Francisco, he worked in the firm's Tokyo office for four years. Prior to joining Morrison & Foerster, he worked at a Japanese law firm for two years, concentrating on cross-border transactions. He serves on the executive committee of the board of directors of the Japan Society of Northern California.

Mr. O'Bryan is an active member of the American Bar Association's M&A Committee, where he serves as the chair and editor of the Annual Survey of M&A Cases, as the co-chair of the Model Tender Offer Agreement Task Force, and on the editorial board for the Model Public Company Merger Agreement. He also serves on the Thomson Reuters Accelus Business Law Partner Advisory Board.

He is the author or co-author of numerous articles and speaks regularly on M&A and related topics, such as "Financial Advisor Held Liable for Aiding and Abetting Target Board's Breach of Fiduciary Duties," "Lessons of Trados," "In Delaware, Privilege Goes to the Buyer," "Green Energy Cross-Border M&A," "Changes in Poison Pill Terms," "Hostile Takeovers and Shareholder Activism," and "Keeping Up with Good Faith; Minimizing the Risk of Personal Liability." He is the co-author of the firm's Guide to U.S. Privatizations (published in English and Chinese) and the firm's Infopak on Shareholder Merger Litigation Against Public Companies.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Patricia Vella

## Morris, Nichols, Arsht & Tunnell

Patricia Vella regularly provides advice on corporate governance matters and a variety of corporate transactions for publicly traded and privately held corporations. Ms. Vella is often called upon to advise on mergers and acquisitions, financings, asset sales and other significant transactions.



Her work includes structuring complex transactions and often involves counseling boards of directors and board committees on their fiduciary duties and the technical aspects of Delaware corporate law. She also provides formal legal opinions on issues involving Delaware corporate law.

Ms. Vella is actively involved with the American Bar Association's Mergers & Acquisitions Committee and Corporate Laws Committee. She is Co-Chair of the Subcommittee on Acquisitions of Public Companies of the M&A Committee and Co-Chair of the MBCA Implementation and Outreach Subcommittee of the Corporate Laws Committee. From 2011-2018, she also served as Co-Chair of the Joint Task Force on Governance Issues in Business Combinations. As part of her role as Task Force Co-Chair, she served as an editor of *The Role of Directors in M&A Transactions: A Governance Handbook for Directors, Management and Advisors*.

Ms. Vella is a member of the Council of the Corporation Law Section of the Delaware State Bar Association and, in that capacity, participates in the annual review of, and preparation of amendments to, the Delaware General Corporation Law. She was appointed by the Delaware Supreme Court to serve as a member of the court's Board on Professional Responsibility (2012-2018). In 2018, she became a fellow of the American College of Governance Counsel, and in 2019 was named to the Board of Trustees and Secretary. She has been ranked as a leading Delaware corporate M&A practitioner in *Chambers USA* since 2014, and ranked by various other publications.

Ms. Vella also frequently speaks on Delaware corporate law issues at corporate law seminars and symposia around the country, including the Tulane Corporate Law Institute, the University of Texas Mergers & Acquisitions Institute, the Ray Garrett Jr. Corporate and Securities Law Institute, the Northwestern Law Securities Regulation Institute and the ABA National M&A Institute.

Ms. Vella received her J.D., magna cum laude, from Villanova University School of Law in 1996, where she served as Executive Editor of the Villanova Law Review. She completed her undergraduate education at University of Delaware, receiving a B.S., magna cum laude, in 1992. Prior to joining Morris Nichols, Patricia served as law clerk to The Honorable Randy J. Holland of the Supreme Court of the State of Delaware.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Michael Tumas

## Potter Anderson & Corroon

Michael Tumas is immediate past chair of the firm's Executive Committee as well as a past chair of the Corporate Group. The current edition of Chambers USA notes his *"strong track record of handling high- value M&A and other commercial transactions involving Delaware corporations"* as well as his reputation as a *"very detail-oriented attorney who really digs into the issues and is very reasonable to deal with."*



He concentrates his practice in the area of corporate law with specific emphasis on mergers and acquisitions, issues of internal governance, and commercial transactions involving Delaware corporations and other business entities. Mr. Tumas' practice often involves counseling boards of directors and special committees of boards of directors regarding their duties, fiduciary and otherwise.

In addition, he advises clients with respect to responding to unsolicited acquisition proposals, stockholder activist approaches and other preparedness matters, board governance and other corporate law matters. Mr. Tumas' also has extensive experience in representing both sellers and buyers in negotiated acquisitions of divisions, assets and businesses.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Annemiek Wilpshaar

## European Commission

Annemiek Wilpshaar is the Deputy Head of Unit of DG Competition of the European Commission dealing with mergers in the IT, telecom and media sectors.

Over the past years, Ms. Wilpshaar has managed several mergers in the telecom and media sectors. She also managed several cases in the IT sector, including most recently Microsoft/Github, IBM/Red Hat and Nvidia/Mellanox.

Previously, Ms. Wilpshaar was a member of the Chief Economist Team in DG COMP for many years dealing with cases across a wide range of sectors. She also served a year as Cabinet Member of Vice President Almunia. Ms. Wilpshaar holds a MSc in Economics from the London School of Economics and a MSc in Competition and Market Regulation from the Barcelona Graduate School of Economics.



FEBRUARY 6, 2020 | SAN FRANCISCO

# Scott Winter

## Innisfree

Scott Winter is a Managing Director of Innisfree M&A Incorporated. Mr. Winter advises companies and investors on all aspects of shareholder engagement focusing on hostile and friendly acquisitions, shareholder activism, contested shareholder meetings, corporate governance, and other proxy solicitation matters. Mr. Winter has been involved in most of the significant U.S. hostile takeovers in the past decade as well as activism situations involving, among others, Barington, Corvex, Elliott Management, Engaged Capital, Icahn Associates, Land & Buildings, JANA Partners, Marcato, Pershing Square, Sachem Head, Sarissa Capital, Starboard Value, Third Point, Trian, ValueAct, and Voce.

Prior to joining Innisfree, Mr. Winter was an attorney with Skadden, Arps, specializing in mergers and acquisitions, including cross-border and hostile transactions. Before attending law school, he was a certified public accountant with Ernst & Young LLP for a number of hedge fund and broker-dealer clients. Mr. Winter earned a B.B.A. in accounting from the University of Wisconsin, and a J.D. from the New York University School of Law. Mr. Winter is member of the Mergers, Acquisitions and Corporate Control Contests Committee of the Association of the Bar of the City of New York, the American Bar Association, and the Society for Corporate Governance.



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Thank you for attending!



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