

**Roger C. Rappoport**, Partner

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| Practice Areas | Corporate and Securities Mergers and Acquisitions Emerging Growth and Technology |
| Admissions | California |
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Professional Summary

Roger Rappoport is the leader of Procopio's Emerging Growth and Technology Practice Group. Mr. Rappoport has extensive experience counseling start-up and emerging growth companies in the information technology, telecommunications, life sciences and cleantech industries. He also represents high net worth individuals, angel and venture capital investors who focus on investing in companies in these industries. His practice includes corporate formation and entity selection, corporate governance, assisting clients develop a funding strategy and the alternatives available to entrepreneurs, venture capital and other private equity financings, convertible note and other debt financing arrangements; mergers and acquisitions, corporate reorganizations and restructurings, the implementation of equity incentive plans, licensing, OEM, VAR and distribution arrangements and primary and secondary public offerings. Mr. Rappoport is a frequent speaker and panelist on topics and issues related to the development and implementation of a company's funding strategy, positioning a company to maximize its pre-money valuation, the art and benefits of selecting and partnering with the right investors, and effectively negotiating the terms of a debt or financing transaction and term sheets related thereto.

Before attending law school, he was the founder and General Manager for nine years of a technology company in Houston, Texas, growing the company to \$10 million in revenue. He was responsible for all sales, administrative and financial aspects of the business, including the negotiation of a license agreement with a major retail merchandise company for the development of products to be marketed under the retailer's name.

Prior to joining Procopio, Mr. Rappoport was an attorney in the business department of Heller Ehrman White & McAuliffe LLP in Silicon Valley.

Representative Matters

- Represented a privately held Palo Alto based SEM company in its Series A and Series B Preferred stock financings and the acquisition of the company by a private equity group.
- Continuing representation of high net worth and angel investors and venture capital funds in initial and follow on debt and equity financing transactions.
- Represented a privately-held San Diego-based technology company with over 150 shareholders in a \$30 million cash for stock transaction.
- Represented a privately held San Diego medical device company in its Series B and Series C Preferred Stock financing in which \$19 million and \$30 million, respectively, was raised.

- Represented a San Diego based CRM technology company in its seed, Series A, Series A-1 and Series B Preferred stock financings.
- Represented a Carlsbad based SaaS company in its Series A and Series B Preferred stock financing, the filing of a Permit Application with the California Department of Corporations and the reincorporation into Delaware related thereto.
- Represented a public telecommunications company in \$80 million cash sale of its semiconductor subsidiary located in Scotts Valley, California and a \$65 million cash sale of its telecommunications subsidiary located in Gaithersburg, Maryland.
- Represented a San Diego-based medical device company in its simultaneous acquisition of three private companies.
- Represented a San Diego technology company in its acquisition by a public company, in a \$50 million cash for stock transaction.
- Represented a public Canadian company, in its acquisition of a public telecommunications company in a \$750 million stock-for-stock transaction.
- Represented a public medical device company in a \$500 million stock-for-stock merger.
- Represented medical device and biotechnology companies in initial incorporation and multiple rounds of Preferred Stock financing.
- Represented a pharmaceutical company in its Series B and Series C Preferred Stock financing in which \$5 million and \$30 million, respectively, was raised.
- Multiple representation of two biotechnology venture capital funds (co-lead investors), investing in a drug development company in a \$45 million purchase and sale of Series D Preferred Stock.
- Represented a venture capital fund in its investment and purchase of preferred stock of various life science companies in which it is lead investor.
- Represented a Seattle based company in a \$21 million PIPE offering.
- Represented a technology company in its initial public offering, raising \$65 million from the sale of common stock shares.
- Represented a software company in its proposed \$40 million offering of common stock, preferred stock, warrants and/or units under a universal shelf registration statement on Form S-3.
- Represented public companies on a variety of matters, including general issues related to corporate governance and the drafting of periodic reports.
- Represented a Los Angeles based SaaS company in its conversion from an LLC to a “C” corporation, and the simultaneous reorganization and Series A Preferred stock financing.
- Represented a San Diego technology company in the negotiation and spin-off of certain assets and the establishment of a joint venture with a publicly traded company located in New York to produce trading cards, an animated cartoon series, and merchandising rights related thereto.

Education, Distinctions & Community Involvement

Mr. Rappoport received his LLM from Harvard Law School and his law degree from the University of Cape Town, South Africa. He also received his B.A. in Political Science from the University of Cape Town.

Mr. Rappoport is a member of the Steering Committee for CONNECT, the Capital Formation Committee for BIOCOM and the Capital Formation Committee for CommNexus San Diego. Additionally, he is a member of the San Diego

Software Industry Council, the San Diego Venture Group, the State Bar of California and the American Bar Association.

Mr. Rappoport co-authored “Investor Agreements in a Financing Transaction” a chapter in Financing California Businesses published by the California Continuing Education of the Bar.

News, Publications & Events

Recent Seminars and Speeches

- Doing a Start-Up Right: An entrepreneurs guide to dealing with legal, fund raising, & accounting issues for startups & emerging growth companies, January, 2008
- Stock Options and Section 409A; Are You Due Diligence Ready, September, 2007
- Developing a Viable Funding Strategy and Effectively Negotiating a Term Sheet, September 2007
- Stock Options and Section 409A of the IRC, April 2007
- Venture Financing: Term Sheet Workshop, July 2006
- Venture Financing: Term Sheet Workshop, April 2006
- Entrepreneur FrameWorks Workshop: Term Sheet 101, February 2006
- Growth Strategies- Building Blocks for Successful Ventures, January 2006