



## John P. Cleary, Senior Counsel

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

John Cleary specializes in corporate and securities law, with an emphasis in representing start-up and emerging growth companies obtaining financing for their businesses through seed capital, venture capital, PIPE financings and public offerings. Mr. Cleary also regularly assists clients in the acquisition and sale of businesses, advising both privately held and publicly traded companies in numerous transactions involving the sale of assets, sale of stock, mergers and other business combinations.

Mr. Cleary also routinely advises hedge funds, investment advisers and securities broker-dealers in all areas of their business, from formation and registration to FINRA, SEC, 1940 Act and state law compliance. Mr. Cleary has been quoted concerning investment advisers and broker-dealers in various publications including *The PIPEs Report*.

Prior to joining Procopio, Mr. Cleary served as in-house counsel for a publicly traded financial services company, where he led the company's mergers and acquisitions team, managed active litigation and was responsible for the company's commercial contracts. Mr. Cleary began his career at DLA Piper where he practiced corporate and securities law.

### Education, Distinctions & Community Involvement

Mr. Cleary received his B.A. in English Literature, *magna cum laude*, from the University of Kansas in 1991 and his J.D. from the University of Missouri in 1994.

Mr. Cleary currently serves on the Board of Directors of the McAlister Institute and is a member of the Southern California Compliance Group, which focuses on compliance issues for securities broker-dealers and 1940 Act Investment Advisors.

### News, Publications & Events

#### Recent Articles/Publications

- The Risks of Using “Finders” to Raise Capital, June 2009
- FINRA Proposes a Limited Registration Category for Investment Banking Professionals, March 30, 2009
- The ABCs of Investment Adviser Regulation, January 2009
- Investment Advisers Get No-Action Relief Supporting Payment of Finder’s Fees in Connection With Investment Pools, October 2008
- SEC Grants No-Action Relief For Reporting Transactions on Forms 4 and 5, July 2008
- Clogging the PIPEs: The SEC Cracks Down on "Death Spiral" Convertibles, July 2008
- How Management Suffers in Down-Round Financings, July 2008

- Negotiating the Buyer's Right to Terminate an Acquisition Agreement Post-Cerberus, July 2008