



Roger C. Rappoport, Partner

Practice Areas	Corporate and Securities Mergers and Acquisitions Emerging Growth and Technology
Admissions	California
Direct Phone	619.515.3209
Direct Fax	619.744.5456
Email	roger.rappoport@procopio.com

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.

Mr. Rappoport currently splits his time between the San Diego and Silicon Valley offices. As a leader in the Emerging Growth arena, the dual office locations enhance his presence throughout the state, and aid in his ability to work with start-up companies in both the Southern and Northern California regions.

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 SaaS (BI) company located in San Francisco, in its Series A, Series B and Series C Preferred stock financings, and in an all cash acquisition of the company by an acquiror located in the Bay area.
- Represented a Los Angeles area SaaS company in its acquisition of a company located on the East Coast in a stock for stock transaction.
- Represent, on an ongoing basis, a leading California angel group, in the group's investments in companies located on the West Coast.

- Represent a European based biotech company, focused on drug delivery solutions, with respect to its inbound and outbound licensing transactions and those related to the development, manufacture and supply of key components of its technologies.
- Represent a company that invests in, develops, and operates solar and wind power generating projects, including the investments made by the company, and the sale of various projects to large developers.
- Represented a biomarker company in its seed and Series A Preferred stock funding, and multiple licenses for platforms related thereto.
- 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

- "Art of the Startup: Startup Issues to be Aware of, Funding Strategies and the Anatomy of a Term Sheet," September 2011.
- "Preparing for and Engaging in the Process of Raising Angel Capital," March 2011.
- "Formation, Organizational and Founder Issues to Consider Early On," Entrepreneur Forum, San Diego, CA, January 27, 2011.
- "Developing and Executing an Appropriate Funding Strategy," Entrepreneur Forum, San Diego, CA, January 27, 2011.
- "Art of the Startup: Practical Guides to Business, Legal and Fund Raising Choices, Issues and Strategies for Startups," September 2010.
- "Art of the Startup: An Interactive Workshop and Panel Discussion on Issues Facing Startups," February 2010.
- "Venture Capital Financing 101: The Meeting, The Term Sheet, The Negotiation," San Diego Software Industry Council, San Diego, CA, February 5, 2009.
- "Where's The Money?" CONNECT, La Jolla, CA, January 27, 2009.
- "Doing a Start-Up Right: A Practical Guide to Business, Legal and Fund Raising Choices and Issues Entrepreneurs Invariably Have to Deal With in Start-Up and Emerging Growth Companies," San Diego, CA, November 20, 2008.
- "Doing a Start-Up Right: Avoiding the Most Common Pitfalls to Attract Capital & Talent," San Diego Software Industry Council, San Diego, CA, January 9, 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,” San Diego, CA, July 12, 2006.
- “Venture Financing: Term Sheet Workshop,” San Diego, CA, April 26, 2006.
- “Entrepreneur FrameWorks Workshop: Term Sheet 101,” CONNECT, La Jolla, CA, February 21, 2006.
- “Growth Strategies- Building Blocks for Successful Ventures,” CONNECT, San Diego, CA, January 24, 2006.