



## Roger C. Rappoport, Partner

Practice Areas      Emerging Growth and Venture Capital  
Asia-Pacific Cross-Border  
Corporate and Securities  
Mergers & Acquisitions and Strategic Joint  
Ventures  
Software  
LaunchPad

Admissions          California

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### Professional Summary

Roger is the Emerging Growth & Venture Capital Practice Group Leader. He has extensive experience advising emerging growth companies, from inception through exit, and the investors that finance them. Roger's practice focuses on venture capital and angel investor financings (including convertible notes, SAFEs and other debt financings), mergers and acquisitions, joint ventures, distribution, development, manufacturing and licensing transactions, executive compensation, including the establishment of equity incentive plans and general corporate governance. Roger is a frequent speaker on topics related to "doing it right" from inception, developing an appropriate funding strategy and negotiating term sheets.

Roger has experience with clients in a diverse array of industries including software (B2B and B2C), hardware, communications, internet, renewable energy, medical devices, med-tech, biotechnology, and pharmaceuticals. Prior to becoming an attorney, Roger was an entrepreneur for 10 years.

### 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.
- Represents a leading California angel group in the group's investments in companies located on the West Coast.
- Represented 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.
- Represents 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 biomarker company in its seed and Series A Preferred Stock funding, and multiple licenses for platforms related thereto.
- Represented 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.
- Represents high net worth and angel investors and venture capital funds in initial and follow on debt and equity financing transactions.
- Represented privately-held San Diego-based technology company with over 150 shareholders in a \$30M cash for stock transaction.
- Represented privately held San Diego medical device company in its Series B and Series C Preferred Stock financing in which \$19M and \$30M, respectively, was raised.
- Represented San Diego based CRM technology company in its seed, Series A, Series A-1 and Series B Preferred Stock financings.
- Represented 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 public telecommunications company in \$80M cash sale of its semiconductor subsidiary located in Scotts Valley, CA and a \$65M cash sale of its telecommunications subsidiary located in Gaithersburg, MD.
- Represented San Diego-based medical device company in its simultaneous acquisition of three private companies.



- Represented San Diego technology company in its acquisition by a public company, in a \$50M cash for stock transaction.
- Represented public Canadian company, in its acquisition of a public telecommunications company in a \$750M stock-for-stock transaction.
- Represented public medical device company in a \$500M 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 \$5M and \$30M, respectively, was raised.
- Represented two biotechnology venture capital funds (co-lead investors), investing in a drug development company in a \$45M purchase and sale of Series D Preferred Stock.
- Represented venture capital fund in its investment and purchase of preferred stock of various life science companies in which it is lead investor.
- Represented Seattle based company in a \$21M PIPE offering.
- Represented technology company in its initial public offering, raising \$65M from the sale of common stock shares.
- Represented software company in its proposed \$40M 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 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.

## TESTIMONIALS



“For the past decade, through multiple rounds of financing, and ultimately leading to the FDA’s approval of our Banyan BTI™, we’ve counted on Procopio and Partner Roger Rappoport for critical legal guidance and counsel. When your venture aims to do something no one has done before—in our case, develop and commercialize the first-ever in vitro diagnostic blood test to aid in the evaluation of patients with suspected TBI, also known as concussion—you want an attorney and a law firm that will take the time to understand your unique needs and clear legal roadblocks before you can even anticipate them. That’s what we’ve come to rely on with Roger and Procopio.”

– *Steven P. Richieri, President/COO, Banyan Biomarkers, Inc.*

Roger Rappoport brought immense practical, legal and business experience to his work, delivered with the highest integrity, diligence and value. Roger's personal approach brought a refreshing style to his interactions with me, our board, bankers and employees. I strongly recommend Roger and Procopio if you are an emerging technology CEO in search of an experienced outside corporate counsel.

– *Craig Brennan, CEO, Overtone, Inc. (acquired by KANA Software, Inc.)*

## Recognitions

- [2017 BNY Mellon M&A Advisor of the Year](#)

## Community

- American Bar Association
- BIOCOM – Capital Formation Committee
- CommNexus San Diego - Capital Formation Committee
- CONNECT – Steering Committee
- San Diego Software Industry Council
- San Diego Venture Group
- The State Bar of California

## Education

- JD, The University of Cape Town



- LL.M., Harvard University
- BA (Political Science), The University of Cape Town

## Seminars

Roger 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.

### 2017 Seminars and Events

- Moderator. "Startup Fundamentals for Global Entrepreneurs," USD Procopio International Business Summit, San Diego, CA, May 12, 2017.

### 2016 Seminars and Events

- "Building a Startup Practice Through Community Building," Meritas EMEA Regional Conference, October 7, 2016
- "Catalonia Access to Silicon Valley - Building & Funding a Successful Startup," Barcelona, ES, October 6, 2016
- "Fireside Chat Unleashed with Saeed Amidi (CEO of Plug and Play)," [Plug and Play Tech Center](#), Sunnyvale, CA, September 29, 2016
- "Building & Funding a Successful Startup," Amsterdam Capital Week, Amsterdam, NL, September 26, 2016
- "Global Business Trends for Joint Venture, Acquisitions and Divestments," [The Jain International Trade Organization](#), Santa Clara, CA, September 17, 2016
- "Startup Fundamentals (#3): Understanding the 'Terms' in 'Term Sheets,'" [Founders Floor](#), San Jose, CA, September 14, 2016
- "Startup Fundamentals (#2): Developing an Appropriate Funding Strategy for your Startup," [Founders Floor](#), San Jose, CA, September 7, 2016
- "Startup Fundamentals (#1): Doing a Startup the Right Way," Founders Floor, San Jose, CA, August 31, 2016



### **Selected Past Seminars**

- “The Art of the Startup,” CONNECT FrameWorks Workshop, La Jolla, CA, September 16, 2014
- “The Art of the Start-up,” CONNECT FrameWorks Workshops, San Diego, CA, September 10, 2013
- “The Minimum Viable Start-up,” Procopio and SV Forum, San Francisco, CA, June 18, 2013
- “The Minimum Viable Start-up,” Procopio and SV Forum, Palo Alto, CA, June 12, 2013

### **Publications**

- Co-author. “Investor Agreements in a Financing Transaction” a chapter in Financing California Businesses,” California Continuing Education of the Bar.