



## John P. Cleary, Partner

Practice Areas	Corporate and Securities Emerging Growth and Venture Capital Mergers & Acquisitions and Strategic Joint Ventures
Admissions	California
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### Professional Summary

John P. Cleary is a member of the Firm's Management Committee, and represents both private and publicly-held companies, as well as private equity and investment firms in a wide range of transactions from structure and formation to capitalization and finance, and sale and acquisition. He is experienced in the areas of securities compliance for both public and private clients, as well as alternative financing structures including Regulation A, Crowdfunding and Rule 506(c) advertised offerings.

John also represents publicly-held companies in transactional matters including initial public offerings, secondary public offerings, registered direct offerings, alternative go-public transactions including reverse mergers, as well as private investments (PIPEs). As former in-house counsel for a NASDAQ listed company, John regularly counsels public companies in SEC compliance, including periodic reporting and disclosure, Sarbanes Oxley and Dodd Frank compliance. He has extensive experience in Rule 144 matters and go-public transactions.

### Representative Matters

- Represents private equity and other buyers in stock and asset merger and acquisition transactions.
- Represents companies and management in sales of the business, merger and acquisition sale transactions and other joint venture arrangements.



- Serves as outside legal counsel for start-up and emerging growth companies in formation, seed and preferred stock financings and general business matters.
- Represents companies in Regulation CF “crowdfunding” offerings, as well as Rule 506(c) advertised offerings.
- Provide counseling to public companies in PIPE transactions, securities offerings, Rule 144 matters, SEC compliance and reporting and general business matters.

## Recognitions

- *The Daily Transcript* Top Attorneys – 2015 (Corporate Transactional)
- *San Diego Business Journal* Best of the Bar – 2014, 2016

## Education

- JD, University of Missouri-Kansas City School of Law, 1994
- BA (English Literature), The University of Kansas, *magna cum laude*, 1991

## News Coverage

- “Procopio advises in Kellermeyer Bergensons’ buy,” *San Diego Daily Transcript*, August 6, 2019.
- Meiling, Brittany. “As Cannabis Market Heats Up, Local Scientists Race To Build ‘Weed Biofactories,’” *The San Diego Union-Tribune*, September 28, 2018.
- Randy Frisch. “Firm Makes Some Key Changes to Adapt to New Legal Landscape,” *San Diego Business Journal*, March 18, 2018.
- “Procopio Elects San Diego-Based Partner to Management Committee,” *The Daily Transcript*, March 12, 2018.
- “Procopio Helps Property Services Provider Change Hands,” *The Daily Transcript*, August 29, 2017.

## Seminars

- “Annual Corporate and Business Law Update,” San Diego County Bar Association, San Diego, CA, February 27, 2014.



## Publications

- "Procopio advises in Kellermeyer Bergensons' buy," *San Diego Daily Transcript*, August 6, 2019.
- "[Should You Consider a Crowdfunding Offering?](#)" August 23, 2016.
- "[The Effect of 'Shell Company' Status on Rule 144](#)," March 8, 2016.
- "[Compliance with the Rule 506\(d\) 'Bad Actor' Obligations in Private Offerings.](#)" July 1, 2015.
- Co-author. "[The Trouble with Convertible Loan Financings for Small-Cap Companies](#)," *North County Lawyer*, February 2, 2015.
- "[Beware of 'Gypsy Swaps' and Other Unlawful Transactions Involving Free-Trading Stock](#)," September 23, 2014.
- "[Structuring and Negotiating a Convertible Note Offering](#)," March 28, 2012.
- "[Beware of Internet Matchmaking Networks in Raising Capital](#)," April 2010.
- "[Investing in Death: Are Life Settlement Securitizations the New Trend?](#)" October 2009.
- "[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.