



William W. Eigner, Partner

Practice Areas Capital Markets and Securities
Emerging Growth and Venture Capital
Medical Technology
Mergers & Acquisitions and Strategic Joint Ventures
Environment and Natural Resources
Asia-Pacific Cross-Border

Admissions California

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Professional Summary

William W. Eigner counsels clients in the areas of venture capital, angel financing, seed capital and financing, governing, operating, buying, selling and merging (M&A) of growing technology and other businesses. Bill's practice focuses on corporate and business transactions, including matters relating to software, telecommunications, ecommerce, cybersecurity, energy, clean technology, life sciences, corporate governance, franchising, employment and independent contractor issues. He also has extensive experience in intellectual property protection, competitive business practices, securities and business structuring and financing, as well as mergers and acquisitions, contractual and political issues involving telecommunications and independent power producers.

Representative Matters

Venture Capital, Angel Capital & Securities

- Represented a venture capital fund in funding a telecommunications company.
- Represented the founders of a telecom company in a private sale of stock to venture funds.
- Represented a wireless health company in raising convertible debt from angel investors.



- Assisted a venture capital fund in cashing out its investments in several biotech companies.
- Drafted/reviewed stock purchase agreements, restated certificates of incorporation, registration rights agreements, co-sale agreements and other venture capital documents for numerous venture capital financings for biotech, adtech, telecom and other companies.
- Represented a venture capital company investing in an emerging telecom company.
- Represented the lender in a convertible debt and warrants transaction with a diagnostics company.
- Represented a wireless Internet service company in raising angel and venture capital.
- Assisted a working group conducting an IPO for a telecom services company.
- Represented two Series B venture capital investors during the Series C round of financing for a fabless semiconductor company focused on the imaging market for mobile communications devices.
- Represented a medical software company in raising venture capital.
- Represented a cosmeceutical company in raising seed capital and embarking on its Series A round.

Mergers & Acquisitions

- Represented a high technology company in its sale to a well-known Silicon Valley company.
- Represented an Internet retailing company in an electronic commerce joint venture.
- Represented the buyer in the merger/acquisition of a wireless engineering company.
- Represented the seller in the sale of a metallurgical services company to a subsidiary of a large British corporation.
- Represented the seller in the sale of an electrical contracting company.
- Represented the seller in the sale of an engineering company.
- Represented the seller in the sale of a regulatory compliance company to a NYSE-traded public company.

Corporate Governance



- Structured the formation of an energy services company.
- Drafted a buy-sell agreement for an electrical contractor.
- Represented the majority shareholders of a retailer in forcing the buy-out of a minority shareholder.
- Counseled a corporate general partner regarding the corporate opportunity doctrine and its duties to limited partners.
- Counseled a corporation regarding director conflict-of-interest issues.
- Advised a venture capitalist regarding potential liabilities as a director and advisor.
- Assisted a telecom company in recruiting a Board of Advisors.
- Advised a limited partnership and its corporate general partner how to address allegations of a director's conflict of interest.
- Assisted a medical software company in negotiating the departure of disgruntled founder and ex-officers.

Contract Negotiations

- Represented an independent power producer in negotiating various contracts.
- Represented a telecommunications services company in negotiating Master Service Agreements involving site acquisition, engineering, and other services.
- Represented an integrated circuit design company in drafting its Master Services Agreement.
- Represented a Japanese-owned maquiladora in a contract dispute with a Mexican independent contractor.
- Advised a franchisor in negotiations with disgruntled franchisees.
- Assisted a franchisee in rescinding a franchise agreement.
- Advised a number of ex-CEOs of life sciences and telecom companies in negotiating severance packages.
- Structured agreements for a broadband fixed wireless carrier.

Intellectual Property & Competitive Business Practices



- Advised a biotech company regarding its NDA.
- Advised a consumer product company on what it could safely say on its website about its competitors.
- Advised a software company concerning protection of its intellectual property upon the departure of a key employee.
- Advised a departing CEO on how to compete properly with his former company.
- Advised distributors in a dispute with their supplier.
- Advised a venture capital company regarding trademark issues.
- Assisted a catering company in a brand licensing transaction and joint venture.
- Counseled a company whose newly hired VP-sales had expropriated his previous employer's client list.

Government Relations

- Represented an independent power producer in forcing a major investor-owned utility to buy out its power purchase agreement.
- Assisted a wireless service company with municipal land use authorities and other government officials to facilitate the build-out and deployment of a wireless Internet network.
- Lobbied government and labor officials to assist a co-generation venture.
- Assisted a telecom services company in contracting with governmental entities.

CLIENT TESTIMONIALS

"I firmly believe I received world-class representation from Bill Eigner and Procopio far exceeding counsel opposite us at the negotiating table. The peace of mind this created allowed me to focus more on the strategic aspects of the deal and crafting the best possible terms. The result was a well-crafted and thoroughly vetted legal framework for our M&A. I am confident this represents the best possible outcome for the last 18 years of my blood, sweat and tears." - Brett Humphrey, Founder, Fairway Technologies (acquired by Accenture)

"Bill is the finest legal counsel I have ever come across over the last twenty years in working with many



high caliber law firms and lawyers. What makes Bill very special is his superb legal expertise, exceptional people skills and extraordinary business acumen. He is a delight to work with, and I strongly recommend him." - Sai Huda, former Chairman & CEO, Compliance Coach; former Senior VP and General Manager, FIS Compliance Solutions (We represented Compliance Coach in its sale to Fidelity National Information Services, Inc. (NYSE: FIS).)

"I have relied on Bill's expertise and counsel in various transactions involving corporate matters of my previous employer, a publicly-owned company with subsidiary operations in Australia and the UK. In addition to Bill's impressive background and wealth of knowledge in various corporate law practices and industries, Bill is an exceptionally talented and astute attorney with strong business acumen. He was adept at facilitating transactions by helping our company manage both business and legal risks. Bill's expertise, strong business acumen, resourcefulness and involvement in our community distinguish him as a highly capable and effective attorney." - T. Linh Nguyen, former CFO of International Lottery and Totalizator Systems, Inc. (OTCBB: ITSI)

"As Manager of a 15 MW Biomass fired generating facility (in the Imperial Valley), I benefited from Bill's very able legal guidance as we recapitalized the venture, while resolving complex contract disputes involving participating partners and the purchasing utility. Bill's facility to prepare petitions and responses before the California Public Utilities Commission, the Governor's Office and the Federal Energy Regulatory Commission ensured retention of our qualifying facility status and a very positive outcome for the venture. His experience with early stage project/business development in a variety of industries proved valuable beyond just legal and compliance considerations, and I would have no hesitation in recommending him and his firm." - Michael O'Leary, P.E., Energy and Industrial Solutions

"In my humble opinion, Bill Eigner is the best attorney I have encountered during my 64 years on this earth! We were in need of a Corporate General Counsel several years ago and Bill came exceptionally well recommended to us. There is nothing that this professional cannot do! Tactful, experienced, and well-connected internal to Procopio Law Firm and externally, Bill shares our ethical approach to conducting business, valuing uncompromising integrity above all else. I consider Bill one of my dearest friends, a trusted confidante, and a devoted advisor. I give Bill Eigner my highest personal and professional endorsement!" - Patrick Gough, CEO/President of PKL Services, Inc. (defense contractor)

Recognitions

- *The Best Lawyers in America*® 2020-present (Mergers & Acquisitions)
- *Super Lawyers* Top Rated Lawyers in Business & Corporate, 2018-2020



- 2019 West Coast Top Rated Lawyers, ALM
- *San Diego Super Lawyer®*, 2020-2021 (Corporate Law)
- *San Diego Metro* "Top Attorneys," 2020
- Leaders in Law, *San Diego Business Journal*, 2019 - 2020
- *San Diego Metro* "Best Attorneys," 2018-2019, 2021
- *San Diego Business Journal*, "Top 500 Business Leaders," 2016 - present
- Martindale-Hubbell® AV Preeminent Rating
- "Top Lawyers," *San Diego Magazine*, 2013-present
- "San Diego's Best Attorneys," *San Diego Metropolitan Magazine*, 2016
- *San Diego Business Journal* "Best of the Bar," 2014-Present
- *San Diego Metropolitan Magazine* Movers to Watch, 2008, 2010, 2014 (the go-to guy for M&A and emerging companies)
- *The Daily Transcript* Top Attorneys, 2008-2013, 2015 (Corporate Transactional)
- San Diego Regional Chamber of Commerce Volunteer Advocate of the Year, 2004

Community

- Bishop's School - Past Member, Headmaster's Advisory Council
- ClearWaveAir International, Inc. - Board of Advisors
- Encore Semi, Inc. - Board of Advisors
- eSUB, Inc. - Board of Advisors
- EvoNexus - Director
- Greenbutts LLC - Board of Advisors
- La Jolla Country Day School - Former Board of Trustees
- La Jolla Town Council - Former Trustee, Land Use Chairman
- Mundoval Fund (publicly traded mutual fund MUNDX) - Past Board Member



- NewBlue, Inc. - Board of Advisors
- San Diego Police Foundation - Trustee Emeritas
- San Diego Regional Chamber of Commerce - Member of Public Policy Committee, Past Director
- San Diego Venture Group - Former Director, Corporate Secretary
- SunCor Resources Inc. - Board of Advisors
- Ubiq Security, Inc. - Past Board of Directors
- United States Supreme Court - Judicial Intern

Education

- JD, University of Virginia School of Law, 1986
- BA, Stanford University, 1981

News Coverage

- “San Diego Business Journal Leaders in Law 2020 Awards,” *San Diego Business Journal*, November 16, 2020.
- “2020 Leaders in Law Finalists,” *San Diego Business Journal*, November 9, 2020.
- “Ei Risk Management Corp. acquires Colorado’s ABCO Engineering Corp. with help from Procopio,” *San Diego Daily Transcript*, February 25, 2020.
- Julie Bawden Davis. “[Could a Nontraditional IPO Be Right For Your Company?](#)” *American Express Open Forum*, April 13, 2018.
- “M&A: San Diego Composites Finds New Home at Applied Composites Holdings,” *The Daily Transcript*, March 6, 2018.
- “[Personality Profile: Bill Eigner](#),” *Times Reporter*, July 16, 2017.
- “[The Daily Transcript Congratulates Top Attorneys 2015](#),” *The Daily Transcript*, July 29, 2015.
- “[Best of the Bar](#),” *San Diego Business Journal*, June 30, 2014.
- Lee, Morrison. “[Eigner Saluted as a Top Attorney](#),” *TimesReporter.com*, August 14, 2013.



- ["The Daily Transcript Congratulates Top Attorneys 2013,"](#) *The Daily Transcript*, July 31, 2013.

Seminars

- "Know Your Number: What a Successful Business Transition Looks Like," Bank of America Private Bank, June 22, 2021.
- "Getting Good Results from a Board of Directors and Board of Advisors," National Science Foundation I-Corps Program Phase II Spring 2015, UCSD, San Diego, CA, May 5, 2015.
- "Getting Good Results from a Board of Directors and Board of Advisors," National Science Foundation I-Corps Program Phase II Winter 2015, UCSD, San Diego, CA, February 10, 2015.
- ["Setting your Emerging Company up for Success with Bill Eigner,"](#) Leadership Point Radio, San Diego, CA October 27, 2014.
- "Capitalization of the Venture," BIO: The Tenth Annual Biotechnology Entrepreneurship Boot Camp, San Diego, CA, June 23, 2014.
- "The Good, Bad and Ugly of Typical Types of Term Sheets for Early Stage Companies," BIO International Convention: Entrepreneurship Boot Camp, San Diego, CA, June 23, 2014.
- "Getting Good Results From a Board of Directors and Board of Advisors," CONNECT FrameWorks Workshop, La Jolla, CA, April 17, 2014.
- "Getting Good Results from a Board of Directors and Board of Advisors," SDG&E/SDSU Presentation, San Diego, CA, October 25, 2013.
- "Getting Good Results from a Board of Directors and Board of Advisors," CONNECT FrameWorks Workshop, San Diego, CA, April 4, 2013.

Publications

- ["Three Things Entrepreneurs Should Know Before Selling Their Company,"](#) *QuantaEd Solutions*, August 5, 2020.
- ["Three Things You Should Do Now Before Selling Your Business,"](#) May 26, 2020.
- Co-author, ["How Businesses Can Recover Serious Damages From Website Copyright Infringers,"](#) September 27, 2016.



- "5 Tips for Issuing Advisers Stock Options," *San Diego Business Journal*, June 27, 2016.
- "[3 Ways to Get Angel Investors to Pull the Trigger Faster](#)," *The CEO Magazine*, February 25, 2016.
- "[Board of Advisers: Great Tool for Emerging Companies](#)," *Startup Nation*, January 27, 2015.
- Co-author, "[Five Rules of Thumb for Issuing Stock Options to Directors and Advisors of Emerging Growth Companies](#)," *California Business Practice*, October 2013.
- Co-author, "[Why Your Business Will Need to Comply with California's Transparency in Supply Chains Act](#)," February 14, 2012.