

# Software

## OVERVIEW

Procopio's software industry attorneys understand the unique challenges of businesses engaged in software and software-enabled technologies. The Software Practice Group brings together a multi-disciplinary team of experienced attorneys who help clients navigate all areas of law, including intellectual property prosecution and protection, licensing, private and public corporate finance and securities-related transactions, labor and employment challenges, and transactions including mergers, acquisitions, and joint ventures. Our software team attorneys take the time to learn your business and serve as your virtual legal department or a seamless extension of your in-house team to allow your company to stay Lean.

## OUR SERVICES

- Strategic intellectual property development
- Entity formation and planning
- Capital recruitment and growth
- Securities and corporate finance law
- Corporate governance
- Patent prosecution and counseling
- Trademarks and copyrights
- Trade secrets
- Intellectual property litigation
- Licensing
- Employment contracts, arbitration and commission agreements
- Executive compensation
- Pre-litigation resolution
- Labor and Employment litigation
- Mergers and acquisitions

- Strategic joint ventures

## REPRESENTATIVE MATTERS

- Developed intellectual property strategy and portfolio for pioneering ecommerce software technology company and advised on intellectual property matters in subsequent \$394M acquisition by public web analytics company and additional \$1.8B acquisition of the web analytics company by a multinational computer software company.
- Represented Mobile IoT software company in multiple financings, and in developing its intellectual property strategy and portfolio and represented the company on corporate and intellectual property matters in connection with merger into a public company.
- Represented a SaaS (BI) company in its Series A, Series B and Series C Preferred Stock financings, and in an all cash acquisition of the company.
- Lead trial counsel in a software copyright infringement and ownership dispute. Jury trial resulted in a complete victory.
- Developed intellectual property strategy and portfolio for privately-held web analytics software technology company and advised on intellectual property matters in subsequent \$12.5M acquisition by public medical device company.
- Provided counsel on commercialization strategy and drafted and negotiated all license, maintenance and custom programming agreements for a software publisher.
- Developed intellectual property strategy and portfolio for privately-held medical imaging software technology company and advised on intellectual property matters in subsequent acquisition by public Internet networking company.
- Assisted start-up medical software company with private securities offering to raise seed capital for research, development and operations and subsequently negotiated the sale of controlling interest to a publicly operated health care group.
- Represented a leading provider of software solutions and professional services to the food services industry in connection with a merger into a foreign public company.
- Developed intellectual property strategy for privately-held software security technology company and advised on intellectual property matters in subsequent \$30M acquisition by public Internet networking company.

- Represented shareholders of a company in the business of developing, licensing, maintaining and supporting print management software in connection with stock sale.
- Supported a SaaS company in a stock for stock transaction.
- Represented electronic health records software company in acquisition by a private equity firm.
- Represented a medical software company in raising venture capital.
- Assisted a medical software company in negotiating the departure of disgruntled founder and ex-officers.
- Represented a target company engaged in the business of installing, implementing, customizing and marketing proprietary computer software in connection with its sale of all of its assets to a public company.
- Negotiation and preparation of Software License Agreement between wireless embedded software technology company and publicly-traded multinational software technology corporation.
- Advised a software company concerning protection of its intellectual property upon the departure of a key employee.
- Negotiation and preparation of Software License Agreement for legislative software technology company for use with legislative branches and regulatory agencies of government.
- Supported a 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 private smart battery software company in merger with NASDAQ-listed corporation.
- Supported 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 Canadian software company in its acquisition of intellectual property assets, including software, copyrights and international trademarks, from California corporation and New Zealand corporation.
- Supported private biomechanical software modeling company in merger with NYSE-listed corporation.
- Represented large privately held foreign corporation in connection with its \$30M acquisition of US-based software company.



- Represented SaaS company in its conversion from an LLC to a C corporation, and the simultaneous reorganization and Series A Preferred Stock financing.

## TESTIMONIALS

"Procopio offers us all the amenities of a large, multi-national firm with the personal, hands-on service of a local advisor."

-- Asa Nordgren, CEO & Co-founder, Trice Imaging Inc.

"After seeing my Procopio team take on the staff of one of the world's largest law firms and win the battle, I tell everyone I know they need to hire Procopio. When crunch time comes, Procopio has the bench strength and expertise to stand up to everything thrown at us."

-- Rob McMillen, Vice President of Rhomobile, Inc. (acquired by Motorola Solutions, Inc.)

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

-- Craig Brennan, CEO, Overtone, Inc. (software-as-a-service company acquired by KANA Software, Inc.)

DISCLAIMER: These testimonials or endorsements do not constitute a guarantee, warranty, or prediction regarding the outcome of your legal matter.

