Innovation Capital Law Group, LLP
intellectual property + corporate + securities attorneys

19800 MacArthur Blvd., Suite 280
Irvine, CA 92612
Office: 949.954.5430
Direct: 949.833.1828
swu@icaplaw.com
www.icaplaw.com
www.techstartuplawyer.com

SAMUEL I. WU
LEAD PARTNER OF CORPORATE & SECURITIES PRACTICE GROUP

EDUCATION:

University of California at Berkeley School of Law, Berkeley, CA
Juris Doctor, May 1999

University of California at Davis, Davis, CA
Bachelor of Arts in Psychology, *Summa Cum Laude,* June 1995
Minor in Religious Studies

EXPERIENCE:

STARTUP AND EMERGING GROWTH COMPANIES. Represent numerous startups and emerging growth companies acting as business and legal advisor. Provide guidance on daily business operations, capitalization, financings, joint ventures, employment matters and securities offerings. Prepare and negotiate various agreements including, among other things, licensing agreements, vendor agreements, reseller agreements, distribution agreements, and employment agreements. Draft organizational documents, minutes, written consents and stockholder information statements.

PUBLIC OFFERINGS AND PRIVATE EQUITY. Represent startups, companies, venture capital firms, strategic investors and investment banks in connection with initial and follow-on public offerings, private financings and strategic alliances. (Please see attached list of representative matters.)

MERGERS & ACQUISITIONS. Represent public and private companies in connection with domestic and international mergers and acquisitions. Draft and negotiate letters of intent, asset and stock purchase agreements, merger and reorganization agreements, registration statements and other related documents in connection with such transactions. (Please see attached list of representative matters.)

LAW FIRMS:

Innovation Capital Law Group, LLP. Irvine, CA.
***Co-founder and Partner*, (7/10 to present)**

Technology Capital Law Group, P.C. Irvine, CA.
***Founder and Partner*, (3/03 to 7/10)**

Wilson Sonsini Goodrich & Rosati. Palo Alto, CA.
***Attorney*, (2/00 to 3/03)**

REPRESENTATIVE TRANSACTIONS

MERGERS AND ACQUISITIONS

- $155 million acquisition of a privately-held emerging growth company providing premium wealth information management software by a NASDAQ listed technology company providing enterprise investment management software.
- $400 million acquisition of a technology company providing visual and audio collaboration and streaming video solutions by a publicly traded company specializing in broadband communication solutions by means of a cash and stock tender offer.
- $350 million acquisition of a technology company developing voice and video network products by a publicly traded company specializing in broadband communication solutions by means of a stock and cash merger.
- $40,000,000 acquisition of an outdoor advertising company by Lamar Advertising Company by means of a stock and cash merger .
- $14,000,000 acquisition of internet service provider by a publicly-traded technology company by means of an all cash tender offer with a back-end merger.
- $400 million acquisition of a privately-held technology company providing enterprise information portals by SAP by means of a cash merger.
- $15 million acquisition of software company developing online collaboration applications by a publicly-traded design software company by means of a cash merger.
- $200 million acquisition of technology company developing parametric building technology by a publicly-traded design software company by means of a stock for stock merger.
- $3 million acquisition of software company developing applications for the electric utility industry by a publicly-traded design software company by means of a stock for stock merger.
- $40,000,000 sale of a custom-content platform to a public influencer marketing platform company by means of a cash merger with an earnout
- $16 million acquisition of certain assets of a software company providing advanced editing systems by a publicly-traded design software company by means of an asset purchase for cash.
- $18 million acquisition of certain assets of a technology company supplying digital document management and delivery technology by a publicly-traded design software company by means of an asset purchase for cash.
- $17.3 million acquisition of an online auto marketplace by another publicly-traded online auto marketplace by means of a stock for stock merger.
- $80 million acquisition of customer relationship management software company by publicly-traded enterprise resource planning software company by means of a cash and stock merger.

PRIVATE FINANCINGS AND OTHER TRANSACTIONS

- $60 million Series B Preferred Stock Financing by an optical technology company
- $37 million Series B Preferred Stock Financing by a software company developing integrated automotive remarketing services
- $23 million Series E Preferred Stock Financing by a privately-held technology company providing enterprise information portals
- $21.9 million Series B Preferred Stock Financing by an internet service provider
- $10 million Series B Preferred Stock Financing by an extreme sports web portal
- $4 million Series A Preferred Stock Financing by an email security software company
- $25 million Series C Preferred Stock Financing by digital television software company
- $14 million Series C Preferred Stock Financing by a software company developing enterprise decision management software

PUBLIC OFFERINGS

- $218 million follow-on offering of a publicly-traded technology company
- $512 million debenture offering of Atmel Corporation with Morgan Stanley & Co. as lead manager and the subsequent SEC registration of the underlying common stock
- $54 million initial public offering of PDF Solutions, Inc.
- Initial Public Offering of TopTier Software, Inc. (Although the registration statement was eventually withdrawn due to the acquisition by SAP AG, represented TopTier Software in preparing for its initial public offering and attained permission by the SEC to go effective.)