



## C. Kevin Kelso

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### Practice Areas

- Capital Markets and Public Finance
- Corporate
- Corporate Growth and Governance
- Corporate Securities
- Intellectual Property
- Licensing and Distribution
- Mergers & Acquisitions
- Private Equity and Venture Capital

Kevin is a shareholder in the firm's Corporate group, practicing primarily in the areas of business, corporate and securities. Kevin has over 25 years experience working with both private and public companies in a wide variety of industries such as biotechnology, pharmaceuticals, consumer and business software, telecommunications, internet software and services, and network equipment. He has worked with companies of all sizes, ranging from start-up companies to industry-leading publicly traded companies with multi-billion dollar market capitalizations.

Kevin began practicing in Northern California after serving as a law clerk for two years in Sacramento on the U.S. Court of Appeals for the Ninth Circuit, for the Honorable Anthony M. Kennedy, now a Justice of the U.S. Supreme Court. He joined the firm after more than 22 years at two of the major Bay Area/Silicon Valley law firms working with technology and emerging companies.

Kevin has represented many private companies and venture capital investors in numerous equity and debt financing transactions, ranging from angel financings and early stage financings to later stage venture capital financings, initial public offerings and PIPEs financings for public companies. His practice includes start-up company representation and financing, mergers and acquisitions, public offerings, and advising companies regarding federal and state corporate and securities matters such as Sarbanes-Oxley Act compliance. He also regularly advises his clients concerning general corporate matters such as employment matters, equity incentive plans, financing strategies, licensing transactions and corporate governance. He has represented companies in negotiating a variety of commercial agreements such as patent licenses, software licenses, distribution and marketing agreements, manufacturing agreements and joint venture agreements. He regularly prepares and advises companies regarding SEC filings such as Form 10-Ks, Form 10-Qs and proxy statements. He has represented several companies in their initial public offerings in a variety of industries ranging from consumer and business software and pharmaceuticals to steel manufacturing.

During law school, Kevin was Supreme Court Editor of the Harvard Law Review. He served for many years on the Corporations Committee of the State Bar of California, was Vice Chair for Legislation during 1995-1996 and was Co-Chair of the Committee during 1996-1997.

He is the author of several articles on a variety of subjects, including the CEB Action Guide on "Securities Transactions Deadlines," and was a contributor to the Corporations Committee's Blue Sky Guide. He has been a speaker at many education programs, including the Practising Law Institute program in California on recent corporate developments and events sponsored by UC Davis InnovationAccess, Golden Capital Network and other organizations in the Sacramento area.

### Education

J.D., *magna cum laude*, Harvard Law School, 1978.

B.A., *summa cum laude*, University of Illinois, 1975

### Bar Admissions

California

### Affiliations

State Bar of California, Business Law Section, Executive Committee

Sacramento County Bar Association, Business Law Section

KVIE Public Television, Board of Directors



## Selected Transactions

- Representation of major publicly traded software company in acquisitions of two private companies (\$140+ million and \$20+ million).
- Representation of public company in reverse merger transaction and related SEC registration statement and proxy statement.
- Representation of life science company in sale of patents and intellectual property assets relating to drug products. (\$9 million).
- Representation of public software company in sale of web hosting business and related assets (\$3.2 million).
- Representation of private telecommunications company in \$25+ million later stage venture capital funding.
- Representation of private biotechnology company in angel and venture capital equity and debt financings (\$3 million), patent sublicense agreement and agreements with university technology transfer office.
- Representation of pharmaceuticals company in initial public offering, \$13+ million follow-on offering and over \$40 million of additional equity financing in private placement and PIPEs transactions.
- Representation of large industry-leading public internet-based software and services company in several multi-million dollar acquisition transactions.
- Representation of Nasdaq National Market network and internet equipment and services company in acquisitions of three private software companies (\$20 million, \$27 million and \$1.9 million).
- Representation of financial services company in its approximately \$70 million initial public offering.
- Representation of commercial software company in underwritten initial public offering.
- Representation of life science company in exclusive license agreement to market a drug product (including a \$15+ million up-front payment).
- Representation of public company in acquisition of foreign private life science company (\$4 million).
- Representation of venture capital fund in over 30 multi-million dollar later stage venture capital investments in technology companies.
- Representation of hospitality industry software and services company in multiple venture capital equity financing rounds.
- Representation of pharmaceutical company in license and distribution agreements for foreign commercialization of drug products.
- Representation of public U.S. company in merger with public Canadian company (\$50+ million).
- Representation of public company in option exchange/repricing program for employees, and related SEC filings.