



Rakesh Gopalan

Partner

T: +1 704 343 2275

F: +1 704 805 5026

rgopalan@mcguirewoods.com

201 North Tryon Street
Suite 3000
Charlotte, NC 28202-2146

PRACTICES

Corporate
Securities Compliance
Mergers and Acquisitions
Real Estate Investment Trusts (REITs)
Technology and Outsourcing
Ecommerce
Outsourcing
Procurement
Supply Chain Management

INDUSTRIES

Technology
Retail
Media and Entertainment
Connected and Automated Vehicles

Rakesh practices in the area of corporate transactions, focusing on complex technology deals as well as public company securities issuances and reporting requirements. He assists clients with achieving their business objectives, finding practical solutions to complex issues and situations, and making informed business decisions.

He represents companies of all sizes, both vendor- and customer-side, with respect to technology and other commercial transactions, including related to large-scale information technology and business process outsourcing and insourcing, enterprise resource system deployment and restructuring, software and other licensing arrangements (including open-source components, shrink-wrap and click-wrap agreements), telecommunications, Internet service provision, Wi-Fi, software-as-a-service (SaaS), and other vendor and supply chain procurement matters.

Rakesh advises companies in connection with a broad range of securities matters, representing both issuers and underwriters in initial public offerings, secondary offerings of debt, equity, derivative and hybrid securities, and exchange offers. He also advises public companies in connection with their periodic and annual reporting, proxy statements, board and audit committee matters and Section 16 and insider trading matters.

Rakesh has experience structuring, negotiating and closing private placements, strategic investments, and other corporate transactions including for the acquisition or disposition of businesses, assets and intellectual property. In addition, he advises companies with respect to general corporate contracting and related matters.

Rakesh has been actively involved with diversity & inclusion efforts within the firm and the legal community, including serving as chair of the firm's Asian Pacific Lawyers Network, founding member of the Charlotte Asian Pacific American Bar Association, fellow and alumni board member of the Leadership Council on Legal Diversity, co-chair of a Charlotte diversity clerkship program, and a member of the local bar's D&I committee.

While earning his law degree, Rakesh was a member of the Virginia Capital Case Clearinghouse Legal Clinic. He was also a member of the Moot Court Executive Board and Justice of the Phi Alpha Delta law fraternity, as well as a member of the American Inns of Court. As an undergraduate at the University of Virginia, Rakesh was an associate news editor and a section editor of *The Cavalier Daily* and an intern for Professor Larry J. Sabato at the University of Virginia Center for Politics. Before law school, Rakesh served as the associate director of communications at the Center for Politics.

EXPERIENCE *Technology & Outsourcing Transactions*

- Representation of Diamond Orthopedic, a medical device company offering revolutionary technology for orthopedic applications worldwide, in its \$3.5 million seed round funding led by MagnaSci Fund L.P.
- Representation of the producer of several well-known consumer beverage brands in a \$30m+ application services (maintenance and development) outsourcing transaction.

- Representation of a food and beverage company in connection with a \$100m+ information technology (end user and data center) outsourcing transaction.
- Representation of one of the world's largest beverage manufacturers in connection with a multi-million dollar network integration and business process outsourcing transaction.
- Representation of one of the world's largest beverage manufacturers in connection with a multi-million dollar information technology and business process outsourcing transaction.
- Representation of life insurance company in a business process outsourcing transaction related to new product development and administration services, leading negotiations with multiple vendors for an eventual master agreement a single down-selected vendor.
- Representation of a leading multinational manufacturer of concrete and clay building products in connection with an information technology outsourcing transaction.
- Representation of a global media services and publishing company in connection with a \$55 million transformative business process and information technology outsourcing transaction.
- Representation of an international telecommunications provider in drafting and negotiating an agreement for a \$500 million IT outsourcing.
- Representation of an international publishing company in negotiating and finalizing a process outsourcing transaction.
- Representation of a large engineered products manufacturer in connection with a multi-million dollar information technology outsourcing transaction.
- Representation of companies of all sizes relating to technology, licensing, and consulting services agreements, including advice on corporate structuring and private placements.
- Representation of cable, high-speed online and digital phone services company in the negotiation and drafting of complex commercial contracts, including for commercial services, subscriber services and sponsorship arrangements.
- Representation of a large manufacturer in connection with technology and licensing matters.
- Representation of a group of medical device companies in connection with licensing, corporate structuring and commercial contracting.

Corporate and Securities Transactions and Representations

- Representation as underwriters' counsel of National Securities Corporation, as representative of the underwriting syndicate, in connection with a follow-on public offering of common stock by Checkpoint Therapeutics, Inc. (Nasdaq: CKPT), a clinical-stage immune-oncology biopharmaceutical company.
- Representation of ExlService Holdings, Inc. (Nasdaq: EXLS), an operations management and analytics company, in its purchase of substantially all of the assets of Health Integrated, Inc., a Tampa-based healthcare analytics firm.
- Representation of Biofrontera AG (Nasdaq: BFRA), an international biopharmaceutical company, as issuer's counsel in its U.S. initial public offering of American Depositary Shares and subsequent trading on Nasdaq.

- Representation of National Securities Corporation as underwriters' counsel in connection with a follow-on public offering of common stock by Senseonics Holdings, Inc. (NYSE: SENS), a medical technology company focused on commercializing glucose monitoring products.
- Representation of Northland Securities, Inc. as the sole bookrunner in connection with a follow-on public offering and Nasdaq uplist by AMERI Holdings, Inc., a provider of SAP cloud and digital enterprise services.
- Representation of public companies regarding regulatory obligations including compliance with Sarbanes-Oxley Act, Dodd-Frank Wall Street Reform and Consumer Protection Act and related matters.
- Representation of a Fortune 50 financial services issuer in connection with multiple shelf registrations and sales of debt and equity securities.
- Representation of Fortune 500 food retail company in general corporate and ongoing securities matters, followed by \$2.4 billion sale to a Fortune 50 company.
- Representation of the underwriting syndicate in connection with a \$500 million At-the-Market common stock offering of shares of common stock of American Realty Capital Properties, Inc.
- Representation of J.P. Morgan Securities LLC and Citigroup Global Markets, Inc., as representatives of a syndicate of underwriters, in connection with the registered public offering of \$310 million of convertible senior notes of American Realty Capital Properties, Inc.
- Representation of Barclays Capital Inc. and Citigroup Global Markets, Inc., as representatives of a syndicate of underwriters, in connection with the registered public offering of \$690 million of two series of convertible senior notes of American Realty Capital Properties, Inc.
- Representation of JMP Securities LLC and Ladenburg Thalmann & Co. Inc., as representatives of the underwriting syndicate, in connection with an underwritten firm commitment initial public offering of shares of Class A common stock of RCS Capital Corporation, a NYSE-listed company that provides wholesale broker-dealer, investment banking and capital markets, transaction management and transfer agency services.
- Representation of the underwriters and joint book-running managers Rodman & Renshaw, a unit of H.C. Wainwright & Co., LLC and Joseph Gunnar & Co., LLC in the U.S. initial public offering of American Depositary Shares and warrants of Oasmia Pharmaceutical AB (NASDAQ: OASM)
- Representation of public companies in connection with determining compliance obligations for SEC's conflict minerals rule.
- Representation of a private equity fund in its purchase of an environmental services company and subsequent add-on business acquisitions.

EDUCATION

- Washington and Lee University School of Law, JD, cum laude, 2006
- University of Virginia, BA, 2002

ADMISSIONS

- North Carolina

HONORS

- Selected for inclusion as a "Leading Lawyer," Technology: Transactions, North Carolina, Legal 500 US, 2016-2017
- Named to "North Carolina Rising Stars," Business/Corporate, 2014, 2015; Technology: Transactions, 2016, 2017, Super Lawyers, Thomson Reuters

PUBLICATIONS

- Co-author, "[Considerations for REIT or MLP formation by healthcare not-for-profit organizations](#)," *Becker's Hospital CFO*, June 23, 2015

EVENTS

- Speaker, [SEC Compliance and Disclosure Update](#), April 17, 2018
- Panelist, "Contracting for the Future," Deloitte 2017 Outsourcing Provider Forum, Westlake, TX, September 5, 2017
- Speaker, "Drafting Clickwrap and Browsewrap Agreements: Avoiding Enforceability Pitfalls," Strafford Publications, July 6, 2017
- Panelist, "Going Public from a Legal Perspective," KPMG and New York Stock Exchange IPO Bootcamp, May 9, 2017
- Panelist, "Negotiations: Learn by Doing," Minority Corporate Counsel Association's General Counsel Summit, April 21, 2017
- Speaker, "Conflicts Minerals Rule," [SEC Compliance and Disclosure Update](#), McGuireWoods LLP SEC Practice Complimentary Webinar Series, March 7, 2017
- Speaker, "Securities Law Considerations Under the New Administration," [SEC Compliance and Disclosure Update](#), McGuireWoods LLP SEC Practice Complimentary Webinar Series, January 31, 2017
- Moderator, "Winning the Outsourcing Battle: Creating and Preserving Value," Becker's Hospital Review 2nd Annual CIO/HIT + Revenue Cycle Conference, Chicago, IL, July 27, 2016
- Speaker, [Managing Relationships: Best Practices for Working with Service Providers](#), McGuireWoods LLP and The Regulatory Fundamentals Group, June 14, 2016
- Speaker, "Engaging and Disengaging Outsourcing/Technology Vendors," [Managing Relationships: Best Practices for Working with Service Providers](#), McGuireWoods LLP, June 14, 2016
- Speaker, "Conflict Minerals Update," [SEC Compliance and Disclosure Update](#), McGuireWoods LLP SEC Practice Complimentary Webinar Series, January 26, 2016
- Panelist, "Contracting for Value," Atlanta Chapter of the International Association of Outsourcing Professionals, February 27, 2015
- Speaker, "Conflict Minerals Compliance Lessons," [SEC Compliance and Disclosure Update](#), McGuireWoods LLP SEC Practice Complimentary Webinar Series, November 18, 2014
- Speaker, RR Donnelley Proxy Statement Interactive Lunch Seminar, November 13, 2014
- Speaker, "Conflict Minerals Rule Update," [SEC Compliance and Disclosure Update](#),

McGuireWoods LLP SEC Practice Complimentary Webinar Series, May 20, 2014

- Speaker, "Conflict Minerals Disclosures," [SEC Compliance, Disclosure and Enforcement Update](#), McGuireWoods LLP SEC Practice Complimentary Webinar Series, October 22, 2013
- Speaker, "SEC Guidance on Social Media and Regulation FD," [SEC Compliance and Disclosure Update](#), McGuireWoods LLP SEC Practice Complimentary Webinar Series, April 23, 2013
- Speaker, "Regulation FD Implications of the Use of Social Media," [SEC Compliance and Disclosure Update](#), McGuireWoods LLP SEC Practice Complimentary Webinar Series, March 28, 2013
- Speaker, "Conflict Minerals," [SEC Compliance and Enforcement Update](#), McGuireWoods LLP SEC Practice Complimentary Webinar Series, September 25, 2012
- Co-presenter, "Practical Tips for Engaging and Disengaging from Technology and Business Process Outsourcing," Presentation to the Charlotte Chapter of the Association of Corporate Counsel, August 23, 2012
- Speaker, "SEC vs. Fifth Third Bancorp Cease and Desist Order (Reg FD Violation)," [SEC Compliance, Disclosure & Litigation Update](#), January 24, 2012
- Speaker, "XBRL Phase-In Update," [SEC Reporting, Enforcement & Litigation Update](#), December 8, 2010
- Speaker, "SEC's Final Rule Regarding XBRL Interactive Data in Financial Reporting," February 11, 2009
- Speaker, "SEC's Proposed Implementation of XBRL Interactive Data in Financial Reporting," September 10, 2008

AFFILIATIONS

- Chair, McGuireWoods Asian Pacific Lawyer Network
- Board of Directors, Charlotte Asian Pacific American Bar Association
- Alumni Council, Leadership Council on Legal Diversity
- 2015 Fellow, Leadership Council on Legal Diversity
- Board of Directors, Community Building Initiative, 2014-2015
- Law Council, Washington and Lee University School of Law Alumni Association, 2012-2016
- Co-chair, Charlotte Legal Diversity Clerkship Program, 2010-2012
- Member, Diversity & Inclusion Committee, Mecklenburg County Bar, 2010-2013

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indicators of future results. The outcome of particular legal matters is dependent upon the facts and law applicable to the matters.