

# Venture Capital

## Understanding the Needs of Emerging Companies

Representing entrepreneurs and emerging companies requires specialized expertise. Over the past decade, we have been involved in the formation and organization of hundreds of new companies in the information technology, life sciences, health care, communications, retail and other industry sectors. Transactions are consistently concluded with efficiency. Our attorneys combine corporate, commercial, securities and intellectual property legal expertise with a practical understanding of emerging companies' business needs. We have the knowledge and skill necessary to help our clients through all stages of their development.

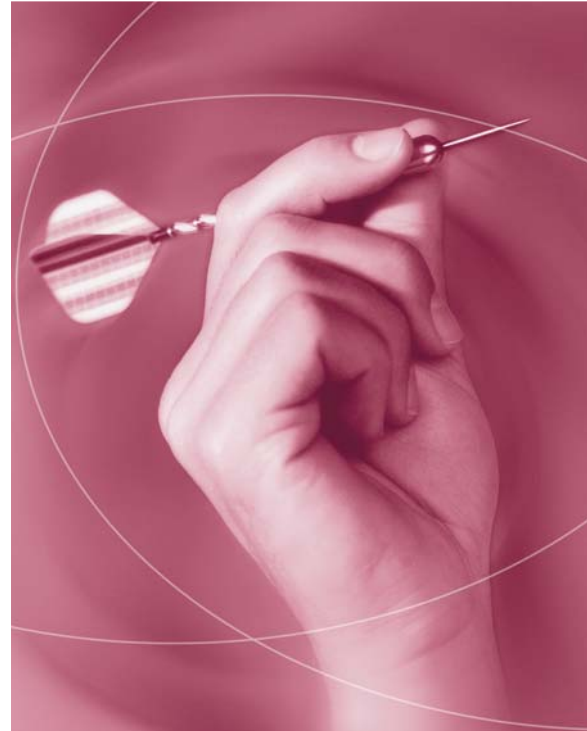
Our intimate understanding of venture capital funds and their goals and limitations enables us to serve as valuable advisors to these funds, as well as to the companies seeking to obtain debt or equity financing from them. In fact, we have closed hundreds of private financing transactions over the years throughout Canada, the United States and Europe. We have expertise in seed capital, first and second round mezzanine financing, as well as financing through initial and secondary public offerings and have represented numerous companies and venture capitalists in all aspects of such financing transactions. Given this level of activity, our attorneys are always up-to-date on market and emerging trends in this industry.

We have the client volume, market presence, specialized expertise and breadth of experience that makes us one of the foremost authorities on venture capital. Many of our clients view this as our competitive edge.

## A Diverse Clientele

We are especially active in the pharmaceutical, biotechnology, information technologies and communications sectors. Our clients include information technology companies involved in the development of software, e-commerce and circuit design, as well as life science companies engaged in research and drug development, bio-informatics and the design and manufacture of medical devices, laboratory equipment and diagnostics.

We also represent many of the major Quebec-based venture capital funds, as well as other significant Canadian and U.S. venture capitalists. Our attorneys have been involved in the organization of venture capital and private equity funds, providing sophisticated counsel in connection with financing, governance and investment activities. We have also participated in transactions whereby venture capitalists have made cross-investments in each other's funds.



## Dedicated to Excellence

- A recognized authority on venture capital
- Representing Quebec, Canadian and U.S.-based venture capitalists, as well as entrepreneurs and emerging companies
- Providing practical solutions for financing and growth strategies
- Understanding the business needs of emerging companies
- An entrepreneurial and business approach
- Helping clients through all stages of their development
- Exceptional client service

## Our Expertise extends to:

- Founders agreements
- Employment agreements
- Subscription/stock purchase agreements
- Shareholders/stockholders and voting rights agreements
- Rights of first refusal and co-sale agreements
- Registration rights agreements
- Convertible debt instruments
- Swap transactions
- Lock-up agreements
- Escrow agreements
- Prospectuses, insider reports and directors' circulars
- Commercial and intellectual property due diligence review
- Advance tax rulings and tax credits for research and development

## Our Approach

We take a team-oriented and hands-on approach to client service. Our attorneys frequently complement a client's management team by serving as general counsel, senior advisor or member of the board. Our clients benefit from the expertise of a diverse group of attorneys from our firm who provide them with advice in connection with their technology, business model and overall business strategy.

These are some examples of the support our clients receive:

- We are often called upon to review clients' business plans and to meet with and assist founders in identifying the key strengths and weaknesses of their businesses before they approach investors and other potential partners.
- We routinely assist clients in structuring the transfer of intellectual property from founders, universities and other third parties.
- We offer expert advice on how to maximize research and development tax credits.
- We are experts in structuring, negotiating and documenting strategic alliances, joint ventures and licensing arrangements with potential partners, vendors and customers.
- We have significant experience in cross-border transactions and have been involved in the negotiation of complex mergers with foreign entities, as well as in traditional mergers and acquisitions both locally and with foreign vendors and purchasers.
- We also offer counsel in employment law compliance and employee compensation and benefits programs.
- We advise clients on financing strategies and on how to best manage and implement virtually any type of financing transaction, including private placements and initial and follow-on public offerings.

## A Recognized Expertise

We have a recognized expertise in structuring and implementing transactions with venture capitalists. In addition, our attorneys provide crucial guidance to clients in developing financing and growth strategies. Our clients rely upon our help to develop and implement their overall intellectual property, licensing and commercialization strategies. In doing so, our attorneys work closely with other specialists in our firm. The overall abilities and skills of our attorneys ensure a comprehensive approach to handling the increasingly complex deal structures that face companies in their various stages of development.

### For more information contact:

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**Staying One Step Ahead:** Other Sector Teams address the highly specialized needs of the corporate finance and securities, life sciences, licensing and technology, energy, franchising and real estate sectors.

