



## Matthew P. Fisher

### Partner

Matthew handles a wide range of corporate transactional matters. He has more than 20 years of extensive experience representing clients in private equity, general corporate and securities law matters, including mergers and acquisitions, private equity, fund formation and venture capital.

Matthew's clients include leading institutional investors in private equity. He has represented these clients in numerous investments in leading venture capital and buyout funds, both domestically and internationally.

Matthew also advises private equity fund general partners on a variety of matters, including their fiduciary duties to limited partner investors and their responsibilities as directors of portfolio companies. He serves as general counsel for early-stage venture capital-backed companies. Matthew has been a frequent speaker on panels regarding private equity issues.

### Representative Work

#### Mergers & Acquisitions

Merger of two public companies structured as a sale of substantially all of the assets and dissolution – counsel to one of the constituent corporations negotiating and drafting the merger agreement and S-4 Registration Statement and Proxy Statement.

\$34,000,000 acquisition of winery – counsel to purchaser.

\$70,000,000 stock of sale of publishing company (auction) – counsel to sellers.

\$35,000,000 acquisition of distribution rights – represented syndicate of purchasers in simultaneous, multiple purchase transactions.

\$15,000,000 acquisition of distribution rights – counsel to purchaser.

Merger of two public software companies (reverse triangular merger) – counsel to target.

\$65,000,000 acquisition of television station assets (tax driven transaction involving the purchase of stock and sale of assets) – counsel to investment bank intermediary structuring and documenting the

### San Francisco

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### Practices/Industries

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Corporate

Private Equity and Venture Capital

Cannabis Law

transaction.

\$150,000,000+ stock acquisition of technology company (auction) – counsel to leveraged buyout firm during the initial stage commenting on the initial draft of the purchase and sale documents.

\$38,000,000 acquisition of drug discovery biotechnology company (recapitalization and reorganization) – counsel to company management structuring, negotiating and implementing venture capital financing, parent corporation "spin out," recapitalization, debt financing and placement agent termination and release.

\$35,000,000 leveraged ESOP recapitalization of middle market component company – counsel to equity and subordinated debt investor, a bank affiliated SBIC.

\$32,000,000 leveraged buyout of a vehicle emissions testing company (reverse triangular merger).

\$55,000,000 credit facility for follow-on acquisitions – counsel to leveraged buyout firm.

\$25,000,000 leveraged buyout of a grocery store chain and credit facility for follow-on acquisitions (simultaneous stock and asset acquisition transactions) – counsel to leveraged buyout firm.

\$10,000,000 asset sale of temporary placement and personal services company – counsel to seller structuring post-closing adjustment, earn-out and employment agreement.

\$10,000,000 stock and asset acquisitions of fitness clubs – counsel to acquirer structuring and negotiating such acquisitions.

\$10,000,000 stock and asset sale (with a purchase option) of a vehicle emissions testing company – counsel to leveraged buyout firm divesting the portfolio investment.

Asset purchase acquisition of software company (acquisition of key enabling technology and engineering staff) – counsel to public company acquirer (software company).

\$16,000,000 stock of sale of a compact disc manufacturer – counsel to leveraged buyout firm divesting the portfolio investment.

Structured Japanese marketing joint venture – counsel to US public company.

\$100,000,000 acquisition of privately-held company and the related reorganization, refinancing – counsel to acquiring venture capital client.

### **Private Equity**

Represent sponsor in the formation of \$250,000,000 clean tech venture fund.

Represented various institutional investors in connection with their private equity, venture capital and alternative assets investment programs, including endowments, public retirement systems and funds-of-funds.

Formation of \$45,000,000 early-stage venture fund – counsel to fund.

Formation of \$50,000,000 early-stage venture fund – counsel to fund.

Formation of \$85,000,000 leveraged buyout and late stage private equity fund and related side-by-side investment entities focusing in the branded products industry – counsel to the fund and its sponsors.

Formation of \$500 million to \$1 billion private equity fund focusing in international wireless investments – counsel to the sponsor during the initial concept and marketing stage.

Formation of \$105,000,000 fund of funds marketed to high, net worth individuals for investment in venture capital funds – counsel to the fund and its sponsor.

Structured upper-tier general partner entities and rendered advice regarding control, allocation, transfer of interests, termination and other related matters.

Counseled, structured and negotiated separation agreements among general partners, including structuring "shadow" or "target" accounts.

Formation of fund of funds for investment in venture capital and leveraged buyout funds – counsel to sponsor in the concept stage.

### **Presentations**

"Hedge Funds 101," Hanson Bridgett Hedge Funds Seminar (June 2014)

"Private Equity Funds 101," co-presenter, Hanson Bridgett Webinar (November 2013)

### **Community Involvement**

Pacific Vascular Research Foundation (former Board Member)

Legal Counsel, California Clean Energy Fund (CalCEF)

Legal Counsel, The Little School (former Member, Board of Trustees)

### **Professional Affiliations**

American Bar Association, Environment, Energy and Resources Section

American Bar Association, Renewable Energy Resources Committee

Environmental Entrepreneurs and Natural Resources Defense Council

California State Bar

### **Education**

J.D., Georgetown University

Matthew P. Fisher  
Partner



B.A., Yale University

**Admissions and Courts**

California

New York