



Gary J. Kocher

Partner

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OVERVIEW

Gary Kocher has over 30 years of experience working with high growth companies. He counsels founders on business formation issues and works with companies on a wide range of transactions, including financings, strategic partnerships and acquisitions, intellectual property creation and protection, and exit transactions. Gary has served as counsel on a number of significant cross-border transactions and advises Boards of Directors and senior management on governance and other strategic issues.

Over his career, Gary has represented more than 200 start-ups in connection with seed, angel, venture and strategic financings, including Clarisonic, onXmaps, Element Data, Center ID, Misapplied Sciences, Deako, Volt Athletics, SunFly Brands, Magic AI, Record360, rMark Bio, Cancer Targeted Technology, Teadora, Meta Company, ActX, Twango, Ahnu Footwear, FlexCar and Redfin. He has worked on over 20 initial public offerings including for companies such as Western Wireless (T-Mobile parent), Electrical Geodesics, Zumiez, Intrawest (Whistler ski resort), True Blue, Greenfield Online and Truett-Hurst Winery in Sonoma. Clients he has represented from start-to-exit include Clarisonic (sold to L'Oreal), Greenfield Online (sold to Microsoft), Flexcar (acquired by Zip Car), Fridge Door (sold to Amazon), PointMarc (sold to Merkle), and Twango (sold to Nokia). He also regularly represents angel and venture capital investors and serves as outside counsel to the Alliance of Angels and is a member of the Legal Advisory Council and Public Policy Committee to the Angel Capital Association. Gary also recently became a member of the Board of Trustees for the Pacific Northwest Research Institute.

Gary's blend of private and public company experience representing companies from start-to-exit provide him with a unique perspective and ability to anticipate issues confronting emerging growth companies. He has been consistently selected as a Washington Super Lawyer, is named as one of America's Leading Lawyers for Business by *Chambers USA*, and is listed in *Best Lawyers in America*®.

ACHIEVEMENTS

- Selected to the Washington Super Lawyers list (2004-present)
- Named to Washington CEO's League of Justice
- Recognized by *Chambers USA* for Corporate/Commercial Law in Washington (2014-present)

- Listed in *Best Lawyers in America*® (2007-2021)

PROFESSIONAL / CIVIC ACTIVITIES

- Board of Trustees, Pacific Northwest Research Institute
- Member of Legal Advisory Council for Alliance of Angels and Angel Capital Association
- Member of Steering Committee for Tech Alliance Innovation Showcase
- Chairman of Executive Planning Committee for Life Science Innovation Northwest – annual Life Sciences conference 2010 - 2013
- Executive Industry Board Member, Fred Hutchinson Cancer Research Center
- Board member NeuroNeighborhood - non-profit organization to promote neuro resources in the Northwest
- Secretary to MS Hub – non-profit organization devoted to Multiple Sclerosis research and treatment

SPEAKING ENGAGEMENTS

- Angel Capital Association Annual Summit of Angel Investors - May 2021
- Start with the Exit in Mind - November 2018
- What to Know when Selling your Startup - September 2018
- What's Cooking in Washington, DC and Why it Matters for Angels - ACA NW Regional Meeting - June 2018
- Fundamentals of Angel Investing Workshop - Boise, ID - June 2018
- Section 1202 Qualified Small Business Stock Demystified - 2017 Angel Capital Association Annual Summit, San Francisco, CA
- The Beat Goes On: Reg A+, General Solicitation and Accredited Investor Rules- 2015 Angel Capital Association Annual Summit, San Diego, CA
- Reasonable Steps to Verify - Angel Capital Association 2014 Annual Summit, Washington, D.C.
- Northwest Chapter of the Angel Capital Association 2014 Annual Meeting - planning committee and panel member, Portland, OR
- How New Reg D General Solicitation Rules Can Change M&A - CLE, Seattle, WA November 2013
- Demystifying Business Structures and Managing Growth - October 2012, WTIA, Seattle, WA
- IPO Onramp - Northwest Chapter of the Angel Capital Association 2012 Annual Meeting, Seattle, WA
- Traps for the Unwary (issues that cost money to fix) - Northwest Chapter of the Angel Capital Association 2012 Annual Meeting, Seattle, WA

- Enterprise Architecture: Tips for Building a Fundable Company - July 2012, WTIA, Seattle, WA
- Connecting the Letter of Intent and the Purchase Agreement - CLE Seattle, WA 2012
- Getting your Business Ready for Sale - WTIA February 2010
- Founder Issues - Venture Capital & Angel Financing CLE. June 2006
- New Venture Capital Investing, topic “VC Board Representation – Conflicts of Interest and Fiduciary Duties.” June 2002
- Puget Sound Business Journal's Going Public seminar, topic: “To IPO or Not To IPO – is that a question” March 2001

EDUCATION

- J.D., The Ohio State University Moritz College of Law, 1988 *with honors; Order of the Coif; Ohio State Journal on Dispute Resolution*
- B.S., Miami University (Ohio), 1985 *Business Economics, Overseas Study, Miami University European Campus/Luxembourg*

ADMISSIONS

- Bar of Washington

THOUGHT LEADERSHIP POWERED BY HUB

- 6 March 2024, When Transparency Becomes Opaque: District Court Finds Corporate Transparency Act Unconstitutional
- 17 May 2023, Developments in Revenue Based Financing
- April 2023, Cash Management Strategies for a Post-SVB World
- 18 February 2021, Beneficial Ownership Reporting Requirements under the New Corporate Transparency Act – Main Street meets the Feds
- 19 November 2020, SEC Adopts Rule Changes To Promote Capital Investment And Harmonize Private Placement Framework
- 3 September 2020, SEC Adopts Amendments to Expand Definition of Accredited Investor
- 26 February 2020, SEC Proposes Amendments to Expand Definition of Accredited Investor
- 19 June 2018, Congress Acts to Expand Capital Formation Rules While Rolling Back Dodd-Frank Regulation
- 28 January 2016, Tax Exclusions for Sale of Stock Issued by Qualified Small Business Corporations Becomes Permanent — At Least Temporarily

- 23 April 2015, The SEC Delivers A+ Effort: New Rules Designed to Breathe Life into Regulation A

OTHER PUBLICATIONS

- "Venture Capital Investment in the Internet Economy," *Corporate Finance Review*, May/June 2000
- "Safe Sharing," *The Daily Deal*, October 1999

NEWS & EVENTS

- 1 June 2023, K&L Gates Receives Firm, Individual Rankings in 2023 *Chambers USA* Guide
- 18 August 2022, More Than 350 K&L Gates Lawyers Named Among 2023 Best Lawyers in America, Ones to Watch
- 23 June 2022, AoA Workshop: Getting Funded - Preferred Stock, Convertible Notes, SAFEs, Revenue Based Funding - The Differences and What is Right for You, Hosted by Alliance of Angels
- 1 June 2022, K&L Gates Receives Firm, Individual Rankings in 2022 *Chambers USA* Guide
- 19 August 2021, Nearly 300 K&L Gates Lawyers Named Among 2022 Best Lawyers in America, Ones to Watch
- 24 May 2021, Chambers USA 2021 Guide Recognizes K&L Gates Corporate Practice, Lawyers Among Leaders
- 27 January 2021, A Sea Change in D.C.: What Does the Future Hold?
- 3 November 2020, K&L Gates Advises Digital Education Curriculum Provider Discovery Education on Acquisition of Mystery Science
- 23 April 2020, K&L Gates, Lawyers Recognized in 2020 Chambers USA Guide
- 26 April 2019, Chambers USA 2019 Guide Ranks K&L Gates, Lawyers Among Leaders
- 23 June 2016, K&L Gates, Lawyers Recognized as Leaders in Chambers USA 2016 Guide
- 20 May 2015, Chambers USA 2015 Guide Recognizes K&L Gates, Lawyers as Industry Leaders

AREAS OF FOCUS

- Emerging Growth and Venture Capital
- Capital Markets
- Fintech Lending
- Mergers and Acquisitions

- Public Companies

INDUSTRIES

- Consumer Products
- Luxury Products and Fashion

EMERGING ISSUES

- Social Media Law

REPRESENTATIVE EXPERIENCE

- Advised KredosAI, Inc., a B2B SaaS software company that uses AI to help companies shorten their receivables collection time, in its SAFE financing round.
- Represented Sage Growth Capital, LLC in its revenue-based investments in Everybody Water, Happy Day Gourmet, Illumagear, Massed Compute, and Textual.com.
- Represented Fresnel Software Corporation, based in Alberta, Canada, in its acquisition by Bow River, a private alternative asset management company based in Denver, Colorado.
- Represented Center ID Corp. in its Series C Preferred Stock financing led by Top Tier Capital Partners and Durable Capital.
- Represented California-based Feldera, Inc., a software development company, in their Series Seed Preferred Stock financing led by a California-based venture fund.
- Represented first time fund manager in formation of a new venture capital fund, Cosmic Ventures Partners, LLC, a private equity company that invests in promising early-stage companies.
- Represented California-headquartered Misapplied Sciences, Inc., a VC-backed startup bringing Parallel Reality™ to the world, an unprecedented video display technology, in its Series A-1 Preferred Stock financing round.
- Represented Boise, Idaho-based Sage Growth Capital in the formation of its second investment fund that makes investments on the revenue-based financing model.
- Represented Bellevue Life Sciences Acquisition Corp. (NASDAQ: BLACU) in its initial public offering underwritten by Chardan Capital Markets.
- Represented Palos Verdes Peninsula, California-based Fan Interactive Marketing, LLC, a provider of sophisticated CRM, email, and digital marketing services to professional sports franchises and others, in its sale to Pittsburgh, Pennsylvania-based Patron Technology, a leading live event technology provider specializing in enhancing fan experiences for high profile clients around the world.

- Represented Gather for Good, LLC in the acquisition of Dancing Fish Winery, a Whidbey Island, Washington-based winery and hospitality business.
- Represented Crosslink AI, Inc. in connection with its first priced-equity financing round for sale of Series Seed Preferred Stock, including conversion of existing SAFEs.
- Represented Center ID Corp. in a Series B Preferred Stock follow-on financing round.
- Represented Seattle, Washington-based Deako, a manufacturer of smart lighting products, in a convertible note financing round.
- Represented Deako, Inc. in connection with a new secured credit facility offered under Rule 144A. Deako is a leading provider of smart light switches and other connected in-home solutions. Deako works with the largest homebuilders in the United States as the supplier of smart light switches.
- Represented Outlines Venture Management, LLC as general partner in the formation of its second venture fund, Sybilla Masters Fund II, LP. Seattle, Washington-based Outlines Venture Management serves as general partner of the Sybilla Masters Fund investing in women-led startups in fintech and health tech.
- Represented SunFly Brands, Inc. in a new Series Seed Preferred Stock financing round, which included conversion of outstanding SAFE investments.
- Represented Inflection.com in its acquisition by Checkr, Inc. California-based Inflection.com is a provider of online identity verification and background check services that operates under the brand Good Hire. California and Denver, Colorado-based Checkr, Inc. provides solutions for faster background checks using artificial intelligence and machine learning. The deal was structured as a cash merger with approximately 1/2 of the proceeds being evidenced by a secured note delivered by the buyer.
- Represented Barn2Door, Inc., a provider of software and services that help farmers grow and manage their businesses, in connection with a venture debt financing transaction with Signature Bank.
- Represented onXmaps, a Montana-based mobile apps company which provide maps for hunters and other outdoor recreation, in their Series B Preferred Stock financing. The Company also used a portion of the proceeds of the financing to fund a Tender Offer that was made to existing stockholders and employees.
- Represented MicrobiomX, a Seattle, Washington-based biotech company, in connection with its Series Seed financing round led by venture capital firm SeaChange Ventures. The transaction included a conversion of outstanding convertible notes.
- Represented Portland, Oregon-based CytolImage, Inc in connection with its SAFE financing. CytolImage is a biotech company that provides imaging diagnostic technology to detect cancer diseases.
- Represented Florida-based Lonestar Data Holdings, Inc. in closing of its Series Seed Financing with Scout Ventures, a venture capital firm headquartered in New York.
- Represented Center ID Corp., an enterprise software company based in Bellevue, Washington, in connection with its Series B Preferred Stock Financing with new Lead Investor Durable Capital.

- Represented Bellingham Angel Investors and Seattle, Washington-based venture capital firm as lead investor in Series A-3 Preferred Stock financing for Membrion. Membrion is a manufacturer of ultra-low cost, high performance ion exchange membranes.
- Represented Chicago-based rMark Bio, a company that delivers intelligence solutions to the life science industry, in their acquisition by Within3, a portfolio company of Insight Ventures that is based in Lakewood, Ohio.
- Represented WR Hambrecht + Co. in initial public offering of Truett-Hurst winery (Sonoma, CA), an emerging growth company under the JOBS Act.
- Represented Cancer Targeted Technology in exclusive license of lead compound to Advanced Accelerator Applications International.
- Represented Canadian companies in connection with cross-border financing and merger and acquisition transactions, including Intrawest Corporation, ID Biomedical, Cardiome Pharma, OctigaBay Systems Corp., Abatis Systems Corp., HotHaus Technologies, Challenger Energy Corp., Canadian Superior Energy and Timberwest Forest Holdings.
- Represented issuers and underwriters in over 20 initial public offerings and follow-on offerings, including companies such as Electrical Geodesics, Zumiez, Intrawest Corporation (Whistler ski resort), Greenfield Online, Angiotech, Oakley, ID Biomedical, OnHealth and Labor Ready, and underwriters including, WR Hambrecht, Piper Jaffray, Deutsche Bank, RBC and Robertson Stephens.
- Initial Public Offering and follow-on public offering for Electrical Geodesics, Inc. and listing on AIM market of London Stock Exchange.
- Represented public companies in connection with PIPE offerings, including Jones Soda, Chemokine Therapeutics and General Moly.
- Represented Integra Ventures, Alliance of Angels, Subdued Excitement and Element8 in connection with fund formations.
- Represented in Series A preferred stock financing rounds.
- Represented Record360 in its sale to Alpine SG.
- Represented Clarisonic in its sale to L'Oreal.
- Represented Electrical Geodesics, Inc. in its sale to Phillips.
- Represented Elixiter in its sale to Perficient.