



## Shoshannah D. Katz

### Practice Area Leader - Corporate

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## OVERVIEW

Shoshannah Katz focuses on assisting early stage and growing businesses in assessing, strategically planning and managing their overall legal needs. As a trusted advisor to founders, management and boards of privately-held and public companies, Shoshannah provides guidance and transactional support for:

- raising capital and issuing securities;
- compliance with corporate and securities laws and corporate governance practices, including public disclosure requirements;
- acquisitions, joint ventures and divestitures; and
- negotiation and documentation of a wide variety of corporate and commercial transactions.

Shoshannah enjoys partnering with clients throughout all stages of the corporate lifecycle to identify and manage the legal resources needed to maintain good governance standards and proactively address new challenges as their businesses grow.

Shoshannah works frequently on cross-border transactions, assisting domestic clients planning to engage in business abroad and aiding foreign companies investing in enterprises and conducting business in the U.S. She also represents investors in various financing and commercial matters, enabling her clients to benefit from both the investor and company perspectives in such transactions.

Shoshannah works with companies in a variety of industries, with an emphasis in food and beverage and technology (including media, alternative energy, and fintech).

Shoshannah is also a founding faculty member of the firm's mini-MBA program, an innovative professional development training program designed to orient associates to key business concepts that are integral to our clients' business success.

## ACHIEVEMENTS

Shoshannah has been recognized as a 2009, 2010, and 2011 Southern California Rising Star, as noted in *Los Angeles Magazine*. She was also recognized as a Rising Star in 2012 by the Southern California chapter of the Association of Corporate Counsel.

## PROFESSIONAL / CIVIC ACTIVITIES

- American Bar Association, Business Law Section, M&A Committee
- UCLA Chancellor's Associates

## SPEAKING ENGAGEMENTS

- Moderator, "Cybersecurity & Data Privacy: Latest Threats and How to Prepare," Southern California CFO Roundtable, May 2019
- Panelist, "MTIF Legal Bootcamp," OCTANe Medical Technology Innovation Forum, October 2017
- Presenter, "Starting Smart: Avoiding Common Corporate and Securities Pitfalls in Launching Your Tech Business," OCTANe's Startup Series: Building a Technology Startup, March 2017
- Moderator, "Successful Strategies for a Food & Beverage Exit," K&L Gates and OCTANe - The Science Behind a Food and Beverage Business: From Growing Your Brand to Minimizing The Biggest Risks, November 2015
- Panelist, "Avoiding Post-Closing Disputes in M&A Transactions," Exit Planning Institute, June 4, 2015
- Workshop Co-Leader, "Alternative Sources of Early Stage Financing," OneMed Forum San Francisco, January 2013
- Workshop Co-Leader, "Alternative Approaches to Financing For Today's Turbulent and Risk Adverse Markets," OneMed Forum New York, July 2012
- Presenter, "Overview of the JOBS Act and the Impact on Emerging Businesses and Their Investors," UCLA Anderson Alumni Century City Networking Lunch, May 2012
- Moderator, "Private Company Succession Planning," The Presidents' Forum of Southern California (sponsored by The Entrepreneurship Institute), March 2012
- Panelist, "When Boilerplate Is Not Boilerplate – Practical Things In-House Counsel Need to Know," Association of Corporate Counsel, Southern California Chapter, January 2012
- Co-Presenter, "Securities Issues in Acquisitions Involving Private Companies," LexisNexis Corporate and Securities Law Center Podcast, November 2011
- Panelist, "Capital Investment and Access to Capital," The President's Forum of Southern California (sponsored by The Entrepreneurship Institute), April 2011

- Panelist, “Being An Effective Corporate Secretary,” Association of Corporate Counsel, Southern California Chapter, January 2011

## EDUCATION

- J.D., University of California, Los Angeles (UCLA) School of Law, 2004
- M.B.A., University of California at Los Angeles (UCLA), 2004
- B.A., University of California at Los Angeles (UCLA), 1996

## ADMISSIONS

- Bar of California

## THOUGHT LEADERSHIP *POWERED BY HUB*

- 11 August 2020, Chancery Court Honors Shareholder Representative Provision Holding Selling Stockholders Are Not Real Parties-In-Interest
- 21 April 2020, COVID-19: Force Majeure Checklist for the GC's Office
- 18 March 2020, COVID-19: Applicability of Force Majeure Clauses in the United States
- 8 November 2019, Delaware Court of Chancery Holds Deal Price Generated Through Reliable Sales Process Was Fair Value
- 14 June 2018, Chancery Court Denies In Part Motion to Dismiss Breach of Contract and Breach of Fiduciary Duties Claims
- 15 August 2017, Choice of Law Provision in Stockholders' Agreement Insufficient to Create Personal Jurisdiction Over Delaware Corporation's Former CEO
- 5 July 2017, Court of Chancery Dismisses all Claims Brought by Minority Stockholder
- 19 January 2017, Chancery Court Dismisses Minority Stockholders' Action Seeking Quasi-Appraisal in United Capital Corp. Buyout
- 20 December 2016, Delaware Chancery Court Refers Issues of Arbitrability to Arbitrator in Officer Indemnification and Advancement Dispute
- 12 February 2016, Chancery Court Finds that Its Broad Authority to Validate Defective Corporate Acts Could Conceivably Compel a Corporation to Sell \$5 Million of Stock Without Board Authorization or a Written Agreement

## NEWS & EVENTS

- 20 December 2019, K&L Gates Advises Shoptalk and Groceryshop Retail Conferences in Acquisition by Hyve Group
- 22 November 2019, K&L Gates Advises Arena Holdings on Celonis Series C Financing

## AREAS OF FOCUS

- Emerging Growth and Venture Capital
- Capital Markets
- Corporate and Acquisition Finance
- Corporate Governance
- Mergers and Acquisitions
- Private Equity Transactions
- Public Companies

## INDUSTRIES

- Aerospace
- Financial Services
- Fintech
- Manufacturing
- Private Equity
- Space
- Transportation and Logistics