



## **DALE SHORT**

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### **BIOGRAPHY**

Mr. Short's practice is devoted primarily to corporate and securities transactions for a client mix of public companies and successful, privately held businesses. Mr. Short also regularly represents boards of directors and board committees in corporate governance matters and other special situations, as well as senior executives and management groups in connection with employment matters, corporate buyouts, and similar transactions.

Mr. Short was named by The Best Lawyers in America as the "2014 Los Angeles Securities Regulation Lawyer of the Year" and has earned a listing in Best Lawyers® since 2008. He was named a Southern California Super Lawyer in 2014 for the 11th straight year. In addition, Mr. Short is rated AV® Preeminent™ 5.0 out of 5.0 by Martindale-Hubbell.

### **REPRESENTATIVE MATTERS**

#### **Corporate Finance & Securities Compliance**

- Foreign dissident shareholder in successful staging of special meeting of shareholders and replacement of incumbent board of directors of a Nasdaq-listed media company
- Nasdaq-listed cancer vaccine company in registered spin-off of subsidiary company
- Private partnership in an aborted potential hostile tender offer for control of a publicly held REIT
- Nasdaq-listed oncology company in \$85 million underwritten public offering of shares of common stock pursuant to a "shelf" registration
- Nasdaq-listed development-stage veterinary medicine biotechnology company in \$60.375 million underwritten initial public offering
- NYSE-AMEX listed cancer vaccine company in a \$37.5 million underwritten public offering of shares of common stock pursuant to a "shelf" registration
- Nasdaq-listed hospital owner and operator in a going-private transaction sponsored by senior management and one of the nation's largest management buyout firms
- Nasdaq-listed specialty finance company in proxy statement related to approval of stock option re-pricing program.

#### **Mergers & Acquisitions**

- Privately-held cloud-based telecommunications company in sale to portfolio company of New York-based private equity fund.
- Privately held diversified company in purchases of several privately held natural beef brands and related businesses
- Nasdaq-listed theater operator and real estate company in acquisition of 14 theaters and theater-related assets
- NYSE-listed manufacturing company in solicitation of bids and subsequent sale of the company to private equity firm
- Privately held entertainment industry company in sale of the company to private equity firm

#### **Corporate Governance**

- Audit Committee of Fortune 100 software company in internal investigation of alleged deficiencies in internal controls
- Joint special litigation committee of Nasdaq-listed company and its subsidiary in investigating stockholder derivative claims
- Conflicts committee of the board of directors of a Fortune 100 software company in connection with related-party

transactions

- Continuing education of board of directors of one of nation's largest agricultural cooperatives
- Board of directors of one of nation's largest public utility holding companies in connection with California's energy crisis

### **Executive Compensation**

- Prominent female executive in new employment and equity incentive compensation arrangements as CEO of VC-backed digital media company
- Senior executive management group of Southern California "big box" retail company in sale of company to one of nation's largest private equity firms
- Senior executive management group of one of nation's largest grocery chains in parent company's bankruptcy reorganization and subsequent sale of chain to management buyout firm
- Senior executive management group of one of nation's largest distributors of herbal supplements in going-private transaction.
- Senior executive management group of privately held structured finance investment company in sale of company to one of the nation's brokerage firms.

### **PUBLICATIONS**

Co-author, Chapter 3, "Choosing the Appropriate Business Entity," in *Forming and Operating California Limited Liability Companies*, 3rd Edition January 2016, California Continuing Education of the Bar (2016).

Co-author, Chapter 3, "Choosing the Appropriate Business Entity," in *Forming and Operating California Limited Liability Companies*, 3rd Edition April 2014, California Continuing Education of the Bar (2014).

Co-author, Chapter 7, "Liability Under Federal and State Securities Laws," and Chapter 14, "The Sarbanes-Oxley Act of 2002," in *Advising and Defending Corporate Directors and Officers* April 2007, California Continuing Education of the Bar (1998, updated 2007).

Co-author, *The Sarbanes-Oxley Act of 2002 and its Aftermath*, 18 CEB Cal Bus L Practitioner (Summer 2003).

Contributor, *Guide to Organizing and Operating a Limited Liability Company in California*, by the Partnerships and Limited Liability Companies Committee of the Business Law Section of the State Bar of California (2001).

April 2014: *Forming and Operating California Limited Liability Companies*, 3rd Ed.

April 2007 *Advising and Defending Corporate Officers and Directors*

### **BACKGROUND**

#### **EDUCATION**

Iowa State University (B.S., With Distinction (magna cum laude), 1977); Phi Beta Kappa

University of Southern California School of Law (J.D., 1980); The Order of the Coif; Member, Southern California Law Review

#### **Accolades & Affiliations**

Member of Institute for Corporate Counsel

Member of State Bar of California

Member of Los Angeles County Bar Association