

Carmelo Gordian



Partner

111 Congress Avenue
Suite 1700
Austin, TX 78701
P: 512.320.9290
F: 512.542.5227
carmelogordian@andrewskurth.com

Carmelo has practiced corporate and securities law throughout his 25-year legal career. Carmelo is known as a leader in the Texas venture capital and private equity community and was formerly the chairman of the San Francisco-based Brobeck Business & Technology Group. Carmelo's primary focus is on life science, software, telecommunications, semiconductor and energy sector companies. His practice includes:

- advising companies and boards of directors on corporate governance issues
- representing issuers and investment banking firms in public offerings and private financings (including PIPE, 144A and venture capital financings) and
- representing acquirors and targets in a broad variety of domestic and international mergers, acquisitions and other business combination transactions.

In addition to Carmelo's company practice, he has an active practice representing GPs and LPs of hedge, private equity, venture capital and real estate funds. These funds range from several tens of millions of dollars to multibillion-dollar funds.

REPRESENTATIVE EXPERIENCE

Carmelo has been a market leader in the venture-backed and private equity market place throughout his career. A representative listing of successful companies and institutional clients Carmelo has advised over the course of his career include:

Representative Company Clients:

- Acco Semiconductor
- Active Power
- Advanced Delivery Chemical Systems (ATMI)
- Bluestar Communications (Covad)
- Applied Science Fiction (Kodak)
- Conzero
- Comverge, Inc.
- CoVi Technologies (GE Security)
- Crossroads Systems
- Dazel Corporation (HP)
- Dupont Photomasks (Toppan Photomasks)
- Flashnet (Prodigy)
- Green Builders, Inc.

INDUSTRIES

Biotechnology, Life Sciences and Medical Devices
Energy
Finance
Health Care
Internet/E-Commerce
Investment Funds
Manufacturing and Sales
Private Equity
Software/Electrical Technology
Technology and Emerging Companies
Venture Capital

PRACTICES

Capital Markets
Corporate
Corporate Compliance, Investigations and Defense
Governance
Investment Funds
Middle East
Private Equity
Technology and Emerging Companies

EDUCATION

JD, 1983, Harvard Law School
BA, 1980, Harvard University

ADMISSIONS

Texas 1985
New York 1984

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- Group 42
- Hoover's (Dun & Bradstreet)
- Knowledge Discovery One (Net Perceptions)
- iCeutica, Inc.
- i2 Technologies
- Inet Technologies (Tektronix)
- Internet Security Systems (IBM)
- Iroko Pharmaceuticals
- LDR Spine
- Naviant (Equifax)
- Progressive Systems (Asyst)
- PointServe
- Reddwerks
- SBC Communications
- SecureInfo Corporation
- Sensory - View of America
- Silicon Labs
- Site Controls
- Spinal Restoration
- STAT Healthcare (Laidlaw)
- Tivoli Systems (IBM)
- Via Video (Polycom)
- Voxpath Networks
- Well-Flow International
- Xetel

Representative Institutional Clients:

- Alloy Ventures
- Austin Ventures
- CenterPoint Ventures
- Credit Suisse First Boston
- Goldman, Sachs & Company
- Hambrecht & Quist (J.P. Morgan)
- H.I.G. Ventures
- Morgan Stanley
- Path4 Ventures
- Phoenix IP Ventures
- Robertson, Stephens & Co.
- Rodman & Renshaw
- SG Cowen
- Safeguard Scientific
- Sevin Rosen Funds

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- Tejas Securities
- Texas Treasury Safekeeping Trust Company
- Thomas Weisel
- TL Ventures
- USAA
- Wachovia Securities

PUBLICATIONS

- Recent Ruling Allows a Shareholder Lawsuit to Proceed After a Negative Say-on-Pay Vote: Quirk or Harbinger? (October 6, 2011)
- DC Circuit's Proxy Access Decision to Stand, but SEC to Allow "Private Ordering" of Proxy Access (September 20, 2011)
- Oil and Gas Companies Should Expect Increased SEC Scrutiny of Operations and Reserves (September 6, 2011)
- SEC Replaces Credit Ratings with New Wide Market Following Test for Shelf Registration Statement Eligibility (September 1, 2011)
- PCAOB Floats Possibility of Mandatory Audit Firm Rotation *Financial Fraud Report (January 2012)* (August 31, 2011)
- DC Circuit Panel Vacates Proxy Access Rule (July 28, 2011)
- PCAOB Considers Changes to Standards for Auditors' Reports on Audited Financial Statements *Financial Fraud Report (November/December 2011)* (July 6, 2011)
- SEC Proposes Rules for Compensation Committees and Compensation Advisers (April 21, 2011)
- SEC Proposes Rules to Implement the Dodd-Frank Act's Mine Safety Disclosure Requirements (January 25, 2011)
- SEC Proposes Disclosure Rules for Payments by Resource Extraction Issuers (January 13, 2011)
- SEC Issues Interpretive Guidance Regarding Liquidity and Capital Resources Disclosures (October 20, 2010)
- SEC Proposes Enhanced Short-Term Borrowing Disclosure Rules (October 20, 2010)
- SEC Stays Proxy Access Rules (October 6, 2010)
- "Looking at Things from a Client's Perspective" *Deal Strategies for Venture Capital and Private Equity Lawyers* (2007)
- "From Acorns to Oaks" *Corporate Lawyer* (2003)

PROFESSIONAL RECOGNITION

- Profiled as one of the leading Technology lawyers in Texas, *Chambers USA: America's Leading Business Lawyers* (2007-2012)
- Profiled as one of the leading Technology lawyers, *The US Legal 500* (2010, 2011)

BRIEFINGS, SEMINARS & SPEECHES

- ATC/RISE RAVE 3.0 (June 29, 2010)

AFFILIATIONS

- State Bar of New York
- State Bar of Texas
- American Bar Association, Corporate Law Section

PRESS RELEASES

- Andrews Kurth Launches Start-Up Organization Package (January 28, 2010)

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- Brobeck's Austin Business & Technology Team Joins Andrews & Kurth (February 12, 2003)