

J. David Washburn



Partner

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INDUSTRIES

Biotechnology/Life Sciences
Manufacturing/Sales
Software/Electrical Technology
Venture Capital and Emerging Companies

PRACTICE AREAS

Corporate/Securities
Corporate Compliance, Investigations and Defense
International
Technology and Emerging Companies

EDUCATION

JD, 1992, highest honors, University of Tulsa, Order of the Curule Chair
BA, 1989, University of Nebraska

ADMITTED

Texas 1992

David Washburn is a Partner in the firm's corporate securities practice. Mr. Washburn has significant experience in M&A transactions (for both buyers and sellers), private equity transactions, securities offerings and general business advice. Mr. Washburn also maintains significant experience in corporate governance, Sarbanes-Oxley and internal investigation matters.

REPRESENTATIVE EXPERIENCE

Mergers and Acquisitions

In September 2008, David closed an M&A transaction in the automotive-technology sector that created the leading global provider of telematics services.

David also:

- represented a "top five" domestic interexchange carrier in the acquisition of a multinational telecommunications company;
- represented numerous public companies in M&A transactions, including the merger of the world's leading technology services company; and
- routinely represents sellers and buyers of "middle-market" businesses valued between \$5 million and \$250 million (including those in the medical devices, biotechnology, software distribution, food products, online services, manufacturing and services industries).

Governance

David's governance-related experience includes:

- representing companies with FCPA investigations and inquiries;
- representing clients in connection with internal investigations including as it relates to purported accounting fraud (including revenue recognition, channel stuffing and earnings management claims); employee embezzlement; insider trading; and Sarbanes-Oxley violations; and
- representing clients in connection with regulatory review proceedings.

David also represented a number of special committees, individuals and companies in connection with stock option backdating investigations; including some of the most high-profile cases in the country.

Securities Offerings

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David has handled the initial public offering of numerous clients in a variety of industries including high technology, telecommunications, banking, manufacturing and service.

He has also handled numerous:

- private placements;
- preferred stock financings for issuers and private equity investors;
- secondary and PIPE transactions; and
- 144A transactions, including the first Trust Originated Preferred Securities Offering outside of New York.

ARTICLES/PUBLICATIONS

- "10b5-1 Plan Abuse" [LJN - The Corporate Counselor](#) (September 2007)
- "Straight Talk on Backdating" webinar [LJN - The Corporate Counselor](#) (January 10, 2007)
- "Stock Option Scandal" [Texas Lawyer](#) (December 25, 2006)
- "Decoding the Stock Option Backdating Scandal" [Corporate Counsel State Bar Section Newsletter](#) (June 1, 2006)
- "Doing Business in States Other Than the State of Incorporation" [BNA - Corporate Practice Series ISSN 0162-5691; No. 85](#) (2006)
- "Indemnification of Directors and Officers: A Different Side to the Problem of Corporate Corruption" [Wall Street Lawyer](#) (June 1, 2004)

BRIEFINGS, SEMINARS & SPEECHES

Webinars

- "SEC's Recent Interest in 10b5-1 Sales by Insiders," (November 2007) [*Click on the title of the webinar to view the presentation in its entirety.*]
- "Straight Talk on Backdating," (November 1, 2006) [*Click on the title of the webinar to hear the presentation in its entirety.*]

Speaker

- "Realizing Your Company's Potential in Preparation for an IPO," Ernst & Young sponsored presentation, Belo Mansion (March 26, 2008)
- "Foreign Corrupt Practices in 2007 - Assessing the Real Risk," with Matthew Nielsen, at the Tatum Directors Roundtable, offices of Tatum, LLC (March 25, 2008)
- "Crisis Management for Corporate Counsel," Association of Corporate Counsel - DFW Chapter 2007 Golf and Spa Event, Dallas, TX (September 2007)
- "Conducting an Effective, Efficient and Objective Internal Investigation," [University of Texas School of Law, 29th Annual Corporate Counsel Institute](#) (May 11, 2007)

Panelist

- "Journey to an IPO" presented by American Woman's Society of CPA's Conference, Fairmont Hotel, Dallas, Texas (October 30, 2008)
- "Building a Winning Board" Workshop presented by Texchange and NASDAQ OMX, University of Texas at Dallas (April 29, 2008)

Guest Commentator

J. David Washburn

- "The Impact of the NYSE Proposed Rule Reform on Southwest Airlines," [National Public Radio, Nationwide](#) (December 2002)
- "August 14, 2002 – Reckoning Day for Public Company CEOs/CFOs," [WBAP News Radio](#), Dallas, Texas (August 16-18, 2002)
- "Potential Insider Trading Liabilities for ImClone Executive," [Yahoo! FinanceVision](#) (June 14, 2002)

PROFESSIONAL/CIVIC AFFILIATIONS

Board of Directors - Entrepreneurs Foundation of North Texas

HONORS

- Noted by the Legal 500 (a directory of leading legal practitioners compiled on the basis of peer and client referrals) as a "key figure" in the Central United States for M&A transactions
- D Magazine - Best Lawyers Under 40

HEADLINE NEWS

- Andrews Kurth Partner David Washburn Named to EFNT Board (June 26, 2007)