

## Law Firm of the Year

for technology  
and venture capital

— U.S. News - Best Lawyers

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— Fortune

Litigation  
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# Cooley

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## Brooke Nussbaum—Partner, and Matt Hallinan—Associate, Emerging Companies

Cooley partner Brooke Nussbaum's practice consists primarily of corporate and securities law. She started with Cooley as a Summer Associate and represents a wide range of private company clients, from newly formed startups to high-growth companies, in all of their corporate needs.

Matt Hallinan, a Cooley associate, focuses on representing companies in venture capital financings, public offerings of securities, M&A, corporate governance matters and other general corporate matters. He has extensive experience advising early stage technology companies and he has also represented both companies and underwriters in a number of public equity offerings.

### Please provide an overview of what, substantively, your practice area entails.

**Brooke:** I represent a wide range of corporate clients from newly formed startups to high growth companies in all of their corporate needs (corporate governance, equity financings, mergers and acquisitions), as well as representing venture capital funds on their investments. I love what I do—I get to work with some of the most innovative, game-changing companies in the country in a variety of industries! My favorite part is being able to serve as an extension of my client's team, just as much of a business advisor as a legal counselor. I'm all about the success of my clients.

**Matt:** My practice area focuses on advising high-growth companies in the startup ecosystem at all stages, with an emphasis as serving as outside general counsel on day-to day corporate matters, in addition to providing strategic counseling on venture capital financings and liquidity events such as IPOs and mergers and acquisitions. I also counsel venture capital firms and strategic investors on financings and serial acquirers on acquisitions of high-growth companies.

### What types of clients do you represent?

**Brooke:** My company clients span a wide variety of industries ranging from technology to life science companies, including Optoro, Homesnap, LearnZillion, LivingSocial (prior to its sale to Groupon) and Entasis. I also work with entities that make investments in private companies like Revolution Growth, Sherpa Ventures, Amplify Partners, CNF Investments to name a few.

**Matt:** My clients are all over the map, in large part because many of my early-stage clients quickly turn a conceptual idea

into a high-growth business, but can be broadly be placed into four categories (i) early-stage companies consisting of founders with the next big idea, (ii) later-stage private companies that have raised significant capital and have started to capitalize on the founders' business plan, (iii) venture capital firms that provide necessary capital and experience to help turn that idea into a promising business venture, and (iv) Fortune 500 companies who serially acquire high-growth companies to augment existing business offerings or for other strategic purposes. While this diverse client base may seem overwhelming, each of my clients has the same goal in mind—they ultimately want to build an innovative business that can disrupt an existing market or establish a new one.

### What types of cases/deals do you work on?

**Brooke:** Most of my practice focuses on transactions where companies are raising money or investors are making investments as well as exit transactions for those companies. It's a real blend of equity financings and M&A transactions. One of the more interesting ones I have worked on recently was Clearlake Capital's investment into JetSmarter (aka the Uber for aviation).

**Matt:** At any given time, I am assisting clients in a number of general corporate matters and venture financing rounds, ranging from an early friends and family round with proceeds under a few hundred thousand dollars to venture-capital backed financings that are larger than many IPOs. I've had the opportunity to represent a number of these clients in transformational financings, including Omaze (a celebrity-driven online fundraising platform), Procure Technologies (construction project management software), Dollar Shave Club (direct to consumer razers), AutoGravity (vehicle financ-

ing app to secure financing for cars), GumGum (AI advertising) and Yellow (Brazilian bike-sharing service). I also represent both buyers and sellers in a number of mergers and acquisitions and recently have represented Spirox in its sale to Entellus, ESW Capital in its take-private acquisition of Jive Communications, Dollar Shave Club in its sale to Unilever and Velocity in its sale to Ellie Mae.

### How did you decide to practice in your area?

**Brooke:** Definitely a circuitous path—I was a biochemistry undergrad set for chemistry grad school when I finally admitted that being in a lab wasn't for me. I randomly took a paralegal job to live in NYC, and after two years, I decided to head to law school with plans on being an IP litigator to use my undergrad degree. As a summer associate at Cooley, I made the switch into the corporate emerging companies group to at least use my Excel skills and ten years later...

**Matt:** I sort of fell into it. I initially wanted to be the founder of a startup company, and majored in computer engineering with the goal of gaining the necessary expertise to do so. Around my junior year, I realized that I really enjoyed providing informal advice to my classmates on how to refine their ideas, but I couldn't really decide what the next stage of my career was going to be, so naturally went to law school in New York as an expensive way to figure things out. Growing up in Arizona I was not accustomed to the New York weather, and decided to get my first job in the Bay Area and quickly realized that I could really do what I liked in college as a lawyer for startup companies.

### What is a typical day or week like in your practice area?

**Brooke:** Typical goes right out the door when it comes to start-ups but generally, my day consists of serving as both a legal and a business advisor to my clients. Additionally, I serve as their connection to other Cooley specialists ranging from tax to employment to IP etc. Basically a long-winded way of saying my phone rings a lot! Definitely more of a routine on the investment entity representation—tasks here range from diligence work to review and negotiation of the financing documents. Lastly, a large portion of my day is spent training junior associates—I tend to joke that my office often seems like the waiting room at the doctor's.

**Matt:** Given the diverse needs of our clients, it's really hard to describe a typical week as every client has a different problem that often requires an innovative solution, which is part of the fun of my practice. Much of my time is spent working collaboratively with clients and other Cooley colleagues to find these solutions and then if needed incorporating these solutions by drafting and negotiating contracts between the relevant stakeholders. In addition, I find it important to attend client board meetings as well as informal meetings

with clients (even just a quick coffee helps), as these settings are where I can really learn about recent developments and future plans for the business.

### What is the best thing about your practice area?

**Brooke:** Best thing about my practice area is getting to interact with the entrepreneurs—they are so passionate about their ideas/companies and are often bringing changes to industries that desperately need it.

**Matt:** The clients. The DNA of the average Cooley client is focused on innovating and creating new products and service. As I'm often playing the part of outside general counsel, I really get a firsthand view of this innovation in action and I'm often inspired by the determination shown by our clients in turning a PowerPoint business idea into a household name.

### What is the most challenging aspect of your practice area?

**Brooke:** Same answer here as for the prior question because with the entrepreneur's passion comes unreasonable deadlines and often a lack of understanding that they are not the sole client. If they are thinking about their idea 100% of the time, so should you!

**Matt:** The hardest part of working with very early stage clients is providing top-rate legal solutions in a cost-effective manner. A similar legal question raised by a large public company client and an early stage client may not have the same "correct" answer for both clients, as these clients likely have a different appetite for risk and legal expense. I find it critical but challenging to recognize this balance in light of the particular client, and then present a range of options customized for a particular client taking into account the stage at which my client is at.

### What training, classes, experience, or skills development would you recommend to someone who wishes to enter your practice area?

**Brooke:** I think you can learn everything you need to know from a legal standpoint on the job. However, I would suggest mastering excel and making sure you have good organization skills.

**Matt:** I find it most important to really understand the ultimate business issue for why a client is seeking our legal advice. This ability naturally develops by working with clients on a diverse range of issues, but it's important to really have a good understanding of certain business fundamentals such as corporate financing, accounting and tax.

### What misconceptions exist about your practice area? What do you wish you had known before joining your practice area?

**Brooke:** Not really sure there are many misconceptions about my practice area but I wish I would have better appreciated knowing that it was ok not to know everything. That's why we have subject matter specialists!

**Matt:** Lawyers often have the stereotype of being “bad at math” but perhaps surprisingly to outsiders it's a really important skill to have in my everyday practice. As many of our clients do not hire investment banks, our team often prepares pro forma cap tables (this shows the intended outcome and price per share of a venture financing) and waterfalls (calculating the proceeds that all of the stockholders receiving in a sale of the Company), each of which requires mathematical precision (miscalculating how much a founder receives upon a sale of a company is a situation no one wants to be in). While we often rely on Excel or other software, understanding the math behind the formulas really goes a long way in ensuring that these spreadsheet models work as intended.

### **What is unique about your practice area at your firm, and how has it evolved since you have been at the firm?**

**Brooke:** Being on the front line with innovative and disruptive companies—it's really interesting to watch them displace traditional methods, processes and procedures. Amazing to even see the growth in technology reliance in the legal industry to combat rising costs. Gone are the days of in-person deal closing and replaced with DocuSign, conference calls as well as document generators and materials available online like CooleyGo.

**Matt:** When starting as a newly minted emerging companies lawyer at Cooley, you inherently work with a number of very early stage clients and will be directly interacting with these clients very quickly (with appropriate mentoring) to provide general guidance on corporate and other legal matters. As these clients grow into mature business, the sophistication and diversification of your strategic counseling grows with these clients, as they'll have additional legal needs that may or may not be related to

your practice area. Of course, clients usually do not expect me to be an expert in all of these areas of the law, but it's always important to understand the best way to find these clients a solution especially when playing the role of outside general counsel. Often the best solution is a Cooley colleague with a specialized practice area. The collaborative Cooley environment has been amazing and I've developed relationships with my colleagues across various offices. This is priceless as I can efficiently find and recommend the most well-equipped Cooley attorneys to assist the client on almost any legal matter—the added benefit of this is that I've gotten to know a number of my colleagues across the firm and always have someone to grab lunch with when I'm traveling to other offices.

### **What activities do you enjoy when you are not in the office, and how do you make time for them?**

**Brooke:** I'm a huge soccer fan and still play recreationally on the weekends. I'm pretty good at setting boundaries when it comes to my games since I would let the team down. And the second computer screen in my office has been known to be showing Liverpool at times. Most importantly, I bank vacation for soccer related travel...if only the USMNT didn't ruin my next set of World Cup travel. After going to Brazil in 2014, I swore I would never miss one again.

**Matt:** I love traveling, cooking, trying out new restaurants (reservations at an eater38 is always a monthly occurrence), skiing and spending time with my family. Attending to client needs can be a challenge to these outside interests, but Cooley really makes an effort to encourage attorneys to take time off and my colleagues are always willing to jump in and cover when I'm going to be away for a trip. I find that it's important to plan in advance a couple of trips a year that are at least a week or two long, as client meetings can often be arranged well in advance. With this strategy, I've been lucky enough to travel to Basque country, Kenya, the Canadian Rockies and Central America within the past few years.

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*Matt Hallinan, Associate*