

## Shane Goudey

Partner



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Palo Alto

Fund Formation  
Venture Capital  
Emerging Companies  
Life Sciences  
Spacetechnology and Satellite

Shane Goudey specializes in all aspects of the formation and operation of domestic and international investment funds, including, venture capital, private equity, fund-of-funds, secondary market, debt and a variety of other types of funds. He has represented sponsor organizations in the formation of over 150 fund programs, ranging from some of the most well known multi-billion dollar venture capital and leveraged buy-out funds to much smaller firms forming early-stage venture capital, angel, pledge and similar micro-funds with just several million dollars in committed capital. Shane also regularly works with and advises accelerator and incubator firms with respect to their organizational, operational and fund formation matters.

As fund counsel, Shane regularly advises his clients on all aspects of the fundraising process, including providing sophisticated market intelligence on fund terms and conditions, review and preparation of all fundraising documentation (e.g., private placement memoranda, roadshow presentations, diligence materials, etc.), formulation of marketing plans and strategies, preparation of all governing agreements and leading negotiations with various participants in the fund formation process (including investors, private placement agents and gatekeeper organizations). In connection with his fund practice, He maintains strong expertise in the various securities laws (including the Investment Advisers Act of 1940 and the Investment Company Act of 1940), tax planning and accounting issues and other regulatory matters (e.g, ERISA, Bank Holding Company, FOIA, AML, etc.) affecting investment firms and the funds they manage. In addition, Shane has extensive experience in advising and guiding his fund clients on all facets of their internal management structuring, governance and compensation matters, including, the development and implementation of both simple and complex organizational structures (often layered over multiple domestic and international jurisdictions), overseeing investment professional departures and separations, consulting on generational management succession planning, designing effective compensation programs (including detailed carried interest sharing plans) and all other general maintenance matters as outside counsel to such clients. Further, Shane also has substantial experience counseling both domestic and international institutional clients in connection with their investments in private investment funds, having represented clients in this capacity in aggregate investment transactions worth over \$1 billion.

In addition to his fund formation practice, Shane represents many fund clients, other institutional investors and portfolio companies in their private and public investment transactions and he has represented a number of emerging growth companies as outside corporate counsel, advising on legal, strategic, financing, tax and structural matters arising throughout their life cycles.

Shane is a frequent speaker and panelist at various venture capital and private equity industry conferences and accounting society meetings and has been a guest lecturer at a number of law schools in the United States.

Prior to joining the Firm, Shane was a senior manager with the San Jose office of PricewaterhouseCoopers

LLP, where he practiced in the firm's International Tax Services group.

Shane received an LLM in Taxation in December 1997 from New York University School of Law, a JD from the University of Oregon School of Law in May 1997 and a BS in Political Science in 1992 from the University of Wyoming, graduating *summa cum laude*.

Prior to law school, Shane served as a legislative aide to U.S. Senator Alan K. Simpson (Wyoming) in Washington, DC, working both in the Senator's Minority Whip Office and on the Senate Judiciary Committee.

He is a member of the State Bar of California and American Bar Association.

## Education

University of Oregon School of Law  
JD, 1997

New York University School of Law  
LLM, 1997

University of Wyoming  
BS, 1992

## Admissions & Credentials

California

## Rankings & Accolades

Chambers USA: Venture Capital: Fund Formation – Nationwide (2020 – 2023)

Chambers USA: Venture Capital: Fund Formation – California (2020 – 2023)

Legal 500: Investment Funds – Private Equity Funds (including Venture Capital)

## Memberships & Affiliations

American Bar Association

The Bar Association of San Francisco