

Cooley LLP

CHARLES S. KIM, PARTNER—BUSINESS

Charlie Kim is a partner in Cooley's business department. He joined the firm in 2003 after starting his legal career in New York City. Charlie specializes in representing companies and investment banks in public offerings and private placements of equity and debt securities, and he represents companies in general corporate matters. In 2014 and 2015 alone, Charlie helped lead more than 50 completed public offerings. In multiple years he has been named a Top 100 Lawyer in California across all specialties by the *Daily Journal*, a Southern California and San Diego Super Lawyer by Thomson Reuters, and a San Diego Top Attorney by *The Daily Transcript*. Charlie received his J.D. from the New York University School of Law where he was named a McKay Scholar, his M.Div. from Princeton Theological Seminary where he graduated in the top 1% of his class, and his B.A. from the University of Michigan where he graduated with academic distinction.

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

I am a capital markets attorney at heart. On the company side, I counsel clients as they prepare to go public, help lead their IPOs and subsequent capital raising transactions, and advise on general corporate matters. I also spend a significant amount of time representing the investment banks that are partnering with companies to raise capital. One of the things I love about Cooley is being able to work on both sides of the table, which gives you unique insights as a securities lawyer.

What types of clients do you represent?

One of the best things about my job is getting to work with some of the most innovative companies in the world. Here at Cooley, whether we are representing the companies or the investment banks, we get to work with amazing companies in all different industries. Whether it's a software company in Seattle that has developed a disruptive technology that is revolutionizing how people see and understand data (Tableau Software) or an Arizona company leading the battle against identity theft (LifeLock) or a life sciences company in Santa Monica working to develop a cure for cancer (Kite Pharma) or a San Diego craft brewing company making amazing IPAs (Ballast Point)—we have the privilege of playing a role in helping those incredible companies execute on their business plans and bring real value to society. And at the end of the day, I find that to be extremely rewarding.

What types of deals and/or cases do you work on?

I typically don't start working with a company until they are at most about a year away from going public. I may help them get a mezzanine private financing done before they go public. I will then help guide them through the IPO process and the transition to becoming a public company. Once they are public, I'll help lead any post-IPO capital raising activities. That can take on many different forms (e.g., marketed deals, wall crosses, bought deals, registered directs, ATMs, PIPEs, equity lines of credit, debt offerings, etc.). And for my company clients, I'll also advise on a wide range of other general corporate matters. When I represent the investment banks, it's typically in connection with specific capital markets transactions. Each form of transaction, each company, and each syndicate of investment banks present unique nuances and challenges. Nearly every deal presents something new and that definitely keeps you on your toes!

How did you decide to practice in your area?

I started my legal career in New York City doing capital markets offerings. Even as a young summer associate, I loved working with companies and bankers on these types of transactions. It's a highly collaborative area of practice. The actual legal work is often very detail orientated and precise, while also allowing you to do things like think creatively to come up with solutions and craft language. Every deal has its own challenges and is an opportunity to delve into the world of another really interesting company. And, though as an associate I engaged in a wide range of other types of

legal work, when I was a senior associate I gravitated towards specializing in capital markets work because this is what I loved to do and I didn't think I could be all that I could be in this area of practice unless I lived and breathed it every day. I love what I do.

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

Every day is a new adventure. One day, I may be flying to another state to attend an IPO organizational meeting where all the key deal team members are meeting for the first time to listen to the company presentation and start understanding the story. Another day we may be at a drafting session, working as a deal team to craft the company's business description for the IPO prospectus. Another day I may be in my office, cranking on legal documents. Another day we may be on call after call working through a complicated and hairy issue that arises. Another day, we may be in New York City watching a new public company ring the bell at one of the stock exchanges, celebrating their first day of trading. Another day we may be at a fantastic restaurant at a closing dinner celebrating all that we accomplished together after a successful deal. I love the variety of things I get to experience doing what I do.

What is the best thing about your practice area?

In addition to getting to work with innovative companies and their investment banks, probably the thing that I like the most about my job is the sense of teamwork and collaboration. Unlike some other areas of law where it's more of a zero sum game, as a general matter, on securities offerings everyone is working together toward a common goal. We all want to get these companies financed as smoothly and efficiently as possible. And when the entire deal team is working hard together, bringing all of our knowledge and experience and dedication to contributing to that common goal and it results in a successful outcome—for me, it doesn't get better than that. Here at Cooley, one of the things we're most proud of is having the reputation of being the kind of people you want opposite you in a securities transaction. As one of my closest partners, Drew Williamson, routinely says it's all about the "good chi."

What is the most challenging aspect of your practice area?

One of the most challenging aspects of my job is staying on top of a vast body of evolving laws and market standards. Our clients hire us expecting us to be the best at what we do. They trust us to stay on top of the latest legal issues and know what other companies are doing. This is espe-

cially true of the investment banks, all of whom have very sophisticated internal legal teams. This is why at Cooley, we check our egos at the door and work in teams. If you operate in a silo, I firmly believe there is no way you can provide the best legal services to your clients. It doesn't matter how good you are as an individual. And that's why here at Cooley, I typically have two other securities partners working with me on offerings (a very uncommon practice in law firms) along with highly skilled securities associates and some of the best specialists in the country (regulatory, compensation and benefits, intellectual property, litigation, tax, M&A, etc.). I wouldn't be able to do what I do without amazing teams on every deal. As legendary Michigan football coach Bo Schembechler said: "The team, the team, the team."

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

Though helpful, more than doing something like taking a securities regulation course in law school, I'd focus on building the foundational skills necessary to excel in this area of practice and learning more of the legal content on the job. Work ethic. Attention to detail. People skills. Writing. Public speaking. Being a team player. Thinking creatively and coming up with pragmatic solutions. I do some pro bono work at a law school where the students get the experience of actually giving legal advice to clients. All of those things will be critical to succeeding in this area of law. Having said that, one substantive area I'd maybe delve into a bit that scares many lawyers is financial accounting. Being able to work with company finance personnel and accountants to help navigate challenging accounting issues can be a huge value add on deals. And if I can do it as a religion undergrad major, anyone can!

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

Some people think securities lawyers are bookish, technical attorneys who are locked in their offices making sure all the cross-references in a 100-page agreement are correct. Don't get me wrong, you definitely have to be detail orientated and technically minded to succeed as a securities lawyer. But a lot of what we do, particularly on IPOs, is spend days with client teams (companies, investment bankers, other lawyers, accountants, etc.) working through disclosures and issues together. Drafting sessions. Printer sessions. Closing events. You form very strong bonds collaborating together on deals like that. And the building of a fierce sense of team and friendships among disparate but highly talented people—

that is such a critical part of what we do that many outside of the practice don't see.

What is unique about your practice area at your firm?

Cooley has been the leader in taking companies public for decades. When I came here, most of my offerings were company-side deals. What has been really exciting these last few years is being a part of becoming one of literally a small handful of go-to law firms for the major investment banks. There are very few firms that are leaders in both. And this past year, our firm actually did more bank-side IPOs than company-side IPOs, which is pretty amazing.

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

I love spending my down time with my family and close friends. In terms of particular activities, I'm an avid sports fan (I bleed the Maize and Blue—see the Bo reference above!) and will never turn down a good meal. This job is definitely very demanding. But you just have to make time for the things that matter to you. And part of the reason I love Cooley is that it is unique in its relentless pursuit of practicing law at the highest levels while also respecting your humanity and wanting its members to live healthy and well-rounded lives. Not many firms genuinely value both.

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