

Philip S. Boone Jr.

Of Counsel

Sandy Boone has been a business lawyer in San Francisco for over 25 years. He has formed and represented public and privately held entities based or formed in California, Delaware, Illinois, and Utah, including companies in the banking and financial, food service, IT, manufacturing, medical, retail, technology, and services sectors. Sandy's experience includes representing start-up and existing business enterprises, specializing in businesses in transition, including through employment and non-competition agreements, promotion and retirement of senior management or shareholders, mergers and acquisitions, agreements among shareholders, sales of assets, cash-out transactions, internal reorganizations, and contests for corporate control. In addition to representing companies and business entities, he also represents the shareholder and management groups as well as individual officers, directors, and officers.

While an undergraduate at Berkeley, Sandy was a research associate for the Daniel Ellsberg Pentagon Papers Defense Committee. In 1973-74, he held a staff position with the Judiciary Committee of the U.S. House of Representatives, Impeachment Inquiry of President Richard M. Nixon. While in law school, he was a judicial extern for the Honorable Judge William H. Orrick, Jr., U.S. District Court for the Northern District of California, in addition to being an Issues Editor for the Hastings Law Journal. Before entering private practice in 1982, he was a staff attorney with the Consumer Affairs Division of the Board of Governors of the Federal Reserve System in Washington, D.C.

Representative Matters:

- Represented a privately-held software company in terminating its relationship with a venture capital firm, implemented a Buy-Sell Agreement, conducted a private auction, and ultimately a \$100,000,000 buyout transaction
- Represented a real estate developer in the sale of a \$10,000,000 Southern California shopping center and the dissolution of subsidiary entities
- Represented a high-tech clean energy company in a complex investment by a major California utility
- Represented a real estate research and consulting firm in negotiations with a Fortune 50 company
- Represented solvent and financially distressed companies in sales of assets and spin-off transactions, including development and implementation of shareholder and sale agreements
- Represented several public companies before the SEC and on securities, corporate, and contractual matters generally, including in connection with initial and later public offerings: acquisitions and sales of major subsidiaries; Board and Shareholder meetings; contests for corporate control; creation of policies for responding to shareholder proposals; and ultimate liquidity events
- Represented a private investment fund in the acquisition of multiple food-related companies
- Represented both Boards of Directors and minority shareholders in contests for corporate control, including negotiation of severance packages for key officers and directors
- Conducted an internal investigation on behalf of a public company in connection with allegations of insider trading by members of the Board of Directors
- Advised the majority owner of a California-based publicly-held company with respect to potential "going private" transaction

Practices, Industries & Services

Corporate Law

Memberships

- Vice Chancellor, Episcopal Diocese of California
- Chairman of the Board, Henry W. Sabin Zeta Psi Scholarship Fund
- Member, Board of Directors of the Friends of the San Francisco Public Library



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Education

J.D., University of California,
Hastings College of the Law, San
Francisco, California, 1977, Issues
Editor, Hastings Law Review

B.A., University of California-
Berkeley, Berkeley, California, 1973,
Undergraduate Honor Society

State Bar Licenses

California