



## Rick Carlson

### Partner

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Legal Assistant: Amy Custer x4013

### Practice Emphasis

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Business Law

Finance & Securities

Mergers & Acquisitions

Venture Capital

Formation of Private

Investment Funds

## About Rick

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Rick Carlson's practice focuses on general business law with a concentration in corporate finance, venture capital, securities, private investment funds, and executive compensation.

### General Business, Transactions, and Financing Growth

Rick's corporate practice includes advising companies in business formations, transactions (including reorganizations, mergers, acquisitions, and asset sales), executive compensation matters (including stock and other incentive compensation), private fund formation, and shareholder disputes.

### Transactions

Rick represents buyers and sellers in mergers and acquisitions ranging from the purchase or sale of small businesses to complex transitions that involve international parties. He provides transaction structure, financing, and risk minimization advice, document preparation and negotiation, due diligence, and schedule preparation.

### Venture Capital and Financing

In the venture capital and private financing arena, Rick's focus is on helping structure private placement investment in early and follow-on financings, as well as later stage financings for mature companies seeking capital to expand.

He helps clients by preparing Regulation D and other private placement offering memoranda and corresponding investment documents, identifying applicable federal and state "blue sky" law exemptions, and preparing required securities and compliance filings.

### Corporate Operations and Risk Identification and Minimization

A large part of Rick's practice is devoted to helping businesses identify, understand, and choose a course of action on significant legal matters; these range from compliance issues to litigation threats. Rick's primary focus is developing alternatives, strategies and solutions for clients that meet their business objectives and desired outcomes.

## Education

- > J.D., The College of William and Mary, Order of the Coif, 1992
- > William & Mary Law Review, Executive Board, Student Articles Editor
- > B.A., Washington State University, *cum laude*, 1983 (Phi Beta Kappa)

## Representative Matters

- > Private Lending
- > Private Fund Formation
- > Ownership Transitions
- > Real Estate Finance
- > Financial Services

## Bar Admissions

- > Washington
- > California
- > U.S. Court of Appeals for the Seventh Circuit
- > U.S. Court of Appeals for the Ninth Circuit

## Professional & Civic Involvement

- > Washington State Bar Association (Business Law Section, Executive Committee 2004-2011)
- > Bellevue Convention Center Authority, Board of Directors (2005-present)
- > Eastside Heritage Center, Board of Trustees (2007- present)

## Publications & Presentations

- > Speaker, Securities Law for the Business Attorney WSBA 2013
- > Chair, "Washington Business Law Mid-Year," 2008
- > Co-Chair, "Look Before You License: Valuation, Negotiation and More," 2005
- > Speaker, "Securities Updates: Regulation D Offerings," 2005
- > Speaker, "Mergers & Acquisitions in Washington," NBI, 2000 and 2002
- > Speaker, "Mergers & Acquisitions From Start to Finish," NBI, 2002
- > Speaker, "Counseling the Small Business Client in Washington," NBI, 2002
- > Author, "Securities Issues for the Small Business Issuer," 1999-2001
- > Author, "Personal Liability of Officers and Directors Under the Law," 1997
- > Author, "Overview of Private Placement Funding for Residential Real-Estate Developers," 1996
- > Author, "The Interface Between Bankruptcy and Community Property: The Maginot Line", 1995
- > Author, "The Impact of Bankruptcy on Real Property Transactions," 1995
- > Speaker, "U.S. China Legal Systems and Trends," "Shantou University" People's Republic of China, 1994