

Stephan Jan Meyers, Esq.

42215 Washington Street, Ste. A-308
Palm Desert, California 92211

Cell: (858) 922-2006
Steve@TheMeyersWay.com

Securities Law Compliance Technology Licensing JVs/Alliances

- 1989-2017 **Meyers Law Offices (*Private Practice*)** **Bay Area, San Diego, Palm Springs, CA**
- Solo practitioner in Bay Area from 1989 - 99, San Diego area from 2000 – 2006, Palm Springs area from 2007 to present. Specializing in securities laws compliance for entrepreneurs. Diverse range of sophisticated corporate, securities, and business law clients and matters, with an emphasis on technology-based startups: advised regarding corporate formation strategies; drafted Private Placement Memorandums; drafted and cleared IPO Registration Statement through SEC on Form S-1; negotiated and drafted licensing agreements, including US and international software and patent licenses; negotiated and drafted strategic alliances for marketing, sales and service partnerships. Represented Creditors' Committees in Chapter 11 cases. Pursued successful appeal to Ninth Circuit (69 F.3d 970, 1995) upholding *nunc pro tunc* award of professional fees. In addition to serving my private practice clients, my hands-on style led to the following long-term contracts as in-house counsel or with law firms:
- **MP3.com, Inc.**, San Diego: Served as Special Counsel on complex licensing transactions, strategic alliances and joint ventures for the then-world's largest on-line music services provider.
 - **Fisher Thurber LLP**, La Jolla: As Senior Associate, worked with both start-up and publicly traded clients of this boutique securities law firm handling incorporations, stock structure and issuances, employment agreements, option plans, licenses, technology protection, alliances, etc. Worked with UCSD Connect Innovative Product Award Winner to develop and negotiate international patent licensing strategy.
 - **Calico Commerce**, San Jose: As sole in-house counsel for this e-Commerce company in its pre-IPO phase, negotiated and drafted all of its contracts, including: license agreements with Gateway, Qwest, Lucent, and BestBuy; a myriad of strategic partnerships/alliances. Also advised re employment and revenue recognition issues.
 - **NHancement Technologies**, Fremont: As General Counsel for this NASDAQ listed company, handled SEC reporting and compliance, including: Forms 10-K, 10-Q and 8-K; Section 16(a) compliance.. Negotiated acquisition of Indonesian and Malaysian subsidiaries. Prepared investment term sheets.
 - **NUKO Information Systems**, San Jose: As key Business Development Team member helped establish marketing strategies for NASDAQ digital video networking (MPEG) company to transition from R&D stage to product commercialization. Supervised outside litigation.
 - **Cooley Godward LLP**, San Francisco: Contract Attorney -- helped establish Bankruptcy Law Dept.
- 1986–88 **Niesar & Cecchini LLP (*Private Practice*)** **San Francisco, CA**
- Point person in over a dozen Chapter 11 reorganizations of high tech companies, including drafting complex Reorganization Plans that used the Bankruptcy "safe harbor" provisions to conduct public securities offerings upon Plan Confirmation; successfully defended President of client against SEC charges via Wells Submission.
- 1984–85 **UniSoft Corporation (*General Counsel*)** **Berkeley, CA**
- Negotiated all license agreements for porting and redistribution of AT&T's UNIX™ OS to computer manufacturers and software developers; corporate governance issues.
- 1983–84 **National Semiconductor (*Corporate Counsel*)** **Santa Clara, CA**
- Responsible for SEC, employment, and environmental law compliance for parent company. Executive staff member of and sole counsel to aggressive \$240 million systems subsidiary; supervised \$220 million tender offer for international POS dealer network and renegotiated master agreements. In-licensing of software.

PRIOR REGULATORY EXPERIENCE

U.S. Securities & Exchange Comm. (*Enforcement Atty.-San Francisco*): Prosecuted civil fraud.

EDUCATION

- **Boalt Hall School of Law**, University of California at Berkeley (JD)
- **Brandeis University**, Waltham, Massachusetts (BA – Economics, with Honors)
- **University College**, London, England (Undergraduate Independent Study)
- **Golden Gate University**, San Francisco, California (MBA Coursework – Finance)

WHAT OTHERS SAY ABOUT STEVE MEYERS

“Steve served as the point person for our firm in several of the larger and more complex Chapter 11 reorganizations of technology companies in the Bay Area. We counted on him because he understood the complex input from all of the critical areas -- corporate, technology, securities, bankruptcy and tax - - and could quickly assimilate it and turn it into a Disclosure Statement and Plan of Reorganization that the Courts would approve. These often became disclosure documents that were used in stock trading under the SEC’s “safe harbor” provisions. We also relied on Steve as our negotiator of last resort: when no one else could make headway with regulatory agencies, we called in Steve. He consistently produced breakthroughs.”

- Garrett L. Cecchini, Esq., *formerly Founder, Niesar & Cecchini, LLP; Currently Angel Investor – San Francisco Bay Area*
Cell: *(Contact information provided on request)*

“I had Steve attend virtually all important sales calls and marketing alliance meetings. I relied strongly upon his business development skills to assess the likelihood of being able to close the sales opportunity or the benefits we could derive from entering the partnership. And if there was a go-ahead, I counted on his legal skills and creativity to structure the agreement to our benefit.”

- Paul Gulati, *formerly Executive Vice President for Sales, Marketing and Business Development for NUKO Information Systems, San Jose, CA*
Currently, Founder and Principal of Brilliant Wireless, Campbell, CA
Cell: *(Contact information provided on request)*

“Steve has the ability quickly both to grasp the key business points of a strategic alliance and then to wrap up the deal in a way that facilitates the smooth functioning of the relationship. His assistance was invaluable in several key alliances I created while I was at Calico Commerce, and it was a pleasure to work with him. When I later moved to my current company, I sought out Steve to provide Y2K advice to us.”

- Anne Hiller, *formerly Director of Strategic Partnering at Calico Commerce and Vice President, Marketing, Categorical Software, Palo Alto;*
Most recently Sr. VP-Business Development, WholeSecurity, Inc., Austin, TX—
Acquired by Symantec. (Contact information provided on request)

“Steve provided my team with the highest levels of professional support in a major sales situation. Among other things, he gave us strong negotiating support on critical deal points and over-night turn-arounds on complex re-drafts. Equally important, he demonstrated extraordinary finesse in dealing with one of the world’s largest telco providers, finding ways to get their team to support near-total reversals in what previously had been required operating procedures for them.”

- Donna J. Grenek, *formerly North-Eastern Regional Sales Team Leader at Calico Commerce, New Jersey (Contact information provided on request)*