

## Nicholas O'Keefe

### Partner

[nick.okeefe@foley.com](mailto:nick.okeefe@foley.com)

Silicon Valley

650.251.1106



Nicholas (Nick) O'Keefe brings nearly 30 years of M&A and corporate and securities law experience, with an emphasis on buy-side and sell-side work and takeover defense, including domestic and cross-border deals. He has worked extensively with public and private companies and investment funds across the technology, tech services, fintech, health care, and life sciences industries.

Nick also advises emerging growth and mature issuers, entrepreneurs, executives and board members with respect to contested situations, corporate governance matters, federal and state securities law matters, and securities transactions. Having spent three years working in the Middle East, O'Keefe possesses deep knowledge of emerging markets.

## Representative Transactional Experience

### Innovative Technology

- Represented Advanced Micro Devices, Inc., a NASDAQ-listed semiconductor company, in the cash/stock acquisition of ATI Technologies, Inc., a TSX and NASDAQ-listed graphics semiconductor company, and in the acquisition of Nod.ai, an open-source AI software company.\*
- Represented City National Bank with respect to multiple fintech acquisitions and joint venture transactions.\*
- Represented Clisoft, Inc., an EDA company, in its sale to Keysight Technologies, Inc.\*
- Represented Cognizant Technology Services Corporation, a Fortune 200 tech services company, with respect to multiple acquisitions.\*
- Represented Contactual, Inc., a cloud-based telemarketing company, in the cash sale of the company to 8X8, Inc.\*
- Represented Digital Air Strike, a private digital marketing company, in a merger with ResponseLogix, Inc.\*

- Represented Eximius Design, LLC, a semiconductor design company, in its sale to Wipro.\*
- Represented Genstar Capital in the simultaneous acquisitions of a public company and a private company in the health care technology services industries.\*
- Represented Honeywell International, Inc., an integrated operating company serving a broad range of industries and geographies around the world, in the acquisition of Compressor Controls Corporation.\*
- Represented Hutchison Whampoa Limited, a Chinese telecommunications company, in the cash acquisition of the mediator assets of Luxxon Corporation.\*
- Represented IMImobile plc, an AIM-listed company, in the acquisition of 3Cinteractive Corp., a U.S. technology company.\*
- Represented Indie Semiconductor, Inc., a NASDAQ-listed semiconductor company, in an acquisition transaction.\*
- Represented KKR and Silver Lake in the US\$2.7bn LBO acquisition of the semi-conductor products group of Agilent Technologies Inc. to create Avago Technologies Limited.\*
- Represented Koninklijke Philips Electronics N.V. in the acquisition of control of two public technology companies.\*
- Represented McAfee, Inc., a NASDAQ-listed computer securities solutions company, in the acquisition of a private company.\*
- Represented Micrel, Inc., a semiconductor company, in a proxy fight with a hedge fund activist.\*
- Represented Microsoft Corporation, a software company, in a joint venture transaction\*
- Represented Terayon Communications Systems, Inc., a NASDAQ-listed digital video equipment developer, in the cash sale of the company to Motorola, Inc.\*
- Represented Tessera Technologies, Inc., a semiconductor packaging company, in connection with its initial public offering.\*
- Represented TrueSpan, Inc., a fabless semiconductor company, in the sale to SiRF Technologies, Inc.\*
- Represented VantagePoint Venture Partners, a private equity fund, in the cash acquisition of the worldwide semiconductor assets of the thermal division of ASML, Inc.\*
- Represented Verisity Ltd., a NASDAQ-listed EDA company, in the acquisition of a private company, and the subsequent sale of Verisity to Cadence Design Systems, Inc.\*
- Represented Xilinx, Inc., a designer and developer of programmable devices and technologies, with respect to multiple acquisitions and corporate venture transactions.\*
- Represented Yahoo, Inc. in the acquisition of a Middle Eastern company.\*

### **Health Care & Life Sciences**

- Represented Aclara Biosciences, Inc., a Nasdaq-listed biotech focused on novel assay solutions for drug discovery and development, in a US\$200m stock/CVR merger of equals with Virologics, Inc.\*
- Represented Alliance HealthCare Services, Inc., a NYSE-listed medical imaging and radiation therapy company in several private acquisitions and joint ventures, and sale of control transaction.\*

- Represented Aviron, a Nasdaq-listed biotech that developed FluMist™, in general company representation, registered public offerings of convertible notes and common stock, and the US\$1.6bn sale of the company to MedImmune, Inc.\*
- Represented Boston Scientific Corporation with respect to several corporate venture financings.\*
- Represented Genstar Capital, a private equity fund, in the simultaneous acquisitions of a Nasdaq-listed company and a private company in the healthcare technology services industries.\*
- Represented Intuitive Surgical, Inc., a Nasdaq-listed company that developed and commercialized robotic surgical devices, in the acquisition of its Korean distributor.\*
- Represented Investor group in the purchase of senior subordinated notes and contingent value rights issued by affiliates of Iterum Therapeutics plc, a Nasdaq-listed pharmaceutical company dedicated to developing and commercializing sulopenem.\*
- Represented KKR, a private equity fund, in the sale of a controlling interest in Alliance Imaging, Inc. to Oaktree Capital.\*
- Represented Koninklijke Philips Electronics N.V. in the acquisition of control of two Nasdaq-listed medical device companies.\*
- Represented Kyphon Inc., a Nasdaq-listed medical device company focused on treatment and restoration of spinal anatomy using minimally invasive technology, in several acquisitions and investments, and in the simultaneous US\$4bn sale of the company to Medtronic, Inc. and FTC-mandated divestiture.\*
- Represented Molina Healthcare, Inc. with respect to various strategic matters.\*
- Represented New Leaf Venture Partners, a venture capital fund, with respect to numerous financing transactions involving private offerings and PIPE transactions.\*
- Represented Novartis in an investment in a private company, including an option to acquire the company.\*
- Represented Nuvelo, Inc., a Nasdaq-listed gene sequencing company, in general company representation, a registered public offering and several PIPE transactions, and a merger of equals with Variagenics, Inc.\*
- Represented QLT Inc., a Canadian Nasdaq-listed biotech focused on macular degeneration, in the US\$850m cash/stock acquisition of Atrix Laboratories, Inc.\*
- Represented Scios, Inc., a Nasdaq-listed biotech focused on novel treatments for cardiovascular and inflammatory diseases, in the US\$2.4bn cash sale of the company to Johnson & Johnson.\*
- Represented Veeva Systems Inc., a Nasdaq-listed provider of cloud solutions for the life sciences industry, in the cash acquisition of Zinc Ahead, a U.K. company and leading provider of content management solutions for life sciences companies, for approximately US\$130m.\*
- Represented Verona Pharma plc, an AIM-listed company, in a securities offering into the U.S.\*

*\*Matters handled prior to joining Foley.*

## Recent Presentations and Publications

- “Stockholders Get ‘Unprecedented’ Power over Boards in Delaware Amendments,” *Financial Times Agenda* (July 26, 2024) (quoted)
- Co-author, “From Legislation to Innovation: The CHIPS Act and a New Era of Semiconductor Innovation,” *Foley’s Innovative Technology Insights* (July 23, 2024)
- Co-author, “Delaware Enacts Controversial Market Practice Amendments to Its General Corporation Law,” *Foley’s Viewpoints* (July 18, 2024)
- Co-author, “U.S. Supreme Court Rules That ‘Pure Omissions’ Are Not Actionable Under Rule 10b-5,” *Foley’s Viewpoints* (April 23, 2024)
- Co-author, “Significant Recent Decisions Relevant To Private Company M&A,” *Foley Ignite* (April 16, 2024)
- Co-author, “SEC v Panuwat: The SEC’s Novel “Shadow Trading” Insider Trading Case Goes to Trial,” *Foley Ignite* (March 13, 2024)
- Co-author, “Palkon v. Maffei: Delaware’s Warning Shot to Controlling Stockholders Seeking to Evade Fiduciary Duties by Reincorporating,” *Foley Ignite* (March 12, 2024)
- Co-author, “Significant 2022 Decisions Affecting Private Company M&A”, *Advisory* (February 17, 2023)
- Co-author, “CHIPS Grant Program: Guidance on Submitting Applications”, *Advisory* (August 26, 2022)
- Co-author, “CHIPS Act Guardrails: Congressional Efforts to Limit Investment in China”, *Advisory* (July 22, 2022)
- Co-author, “*Goldstein v. Denner*: Delaware’s Latest Guidance for When a Fund’s Representative on the Board Seeks to Force Through a Quick Sale”, *Advisory* (June 15, 2022)
- Co-author, “Significant 2021 Decisions Affecting Private Company M&A”, *Advisory* (February 17, 2022)
- Co-author, “SPAC Redemption Rights—Panacea or Achilles Heel? Delaware Court Denies Defendants’ Motion to Dismiss in MultiPlan Litigation”, *Advisory* (February 11, 2022)
- Co-author, “Law Firms Respond to Recent Lawsuits Targeting SPACs”, *Advisory* (September 1, 2021)
- Co-author, “Arnold & Porter Discusses Delaware Case on SPACs and Breaches of Fiduciary Duties”, *Columbia Law School’s Blog on Corporations and the Capital Markets* (June 15, 2021)
- Co-author, “The Franchi SPAC Complaint: Much to Watch For”, *Advisory* (June 11, 2021)
- Co-author, “The *WeWork* Decision and its Implications for Director Email Accounts”, *Harvard Law School Forum on Corporate Governance* (May 24, 2021)
- Co-author, “2020 in Hindsight: Key Considerations for Directors in 2021”, *Harvard Law School Forum on Corporate Governance* (April 7, 2021)
- Co-author, “SPAC Transactions: Enforcement and Litigation Risks”, *Advisory* (April 7, 2021)
- Co-author, “Considerations for Acquisitions and Investments Involving Companies That Have Taken CARES Act Funding”, *Coronavirus: Corporate and Finance Advisory* (May 27, 2020)
- Presenter, “CARES Act/Federal Reserve Act Section 13(3): Weekly Update 3”, *Coronavirus: Financial Services Webinar* (May 22, 2020)
- Co-author, “Significant 2019 Decisions Affecting Private Company M&A”, *Newsletter* (February 5, 2020)
- Presenter, “Top 10 Tips for Effective Board Oversight of M&A Transactions”, *Seminar, Palo Alto, CA* (January 29, 2020)



FOLEY & LARDNER LLP

## Sectors

- [Health Care & Life Sciences](#)
- [Innovative Technology](#)

## Practice Areas

- [Corporate](#)
- [Transactions](#)

## Education

- Georgetown University Law Center (J.D., 1995)
- University of Exeter (B.Sc., 1987)

## Admissions

- California
- New York