



Thomas Palmer

PARTNER

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LEGAL SERVICES

Mergers & Acquisitions
Corporate Finance & Transactions
Securities & SEC Enforcement
Public Offerings

EDUCATION

J.D., Cornell University Law School, 1976
B.A., Hamilton College, 1973

BAR & COURT ADMISSIONS

Oregon State Bar
New York State Bar
District of Columbia Bar

AWARDS & RECOGNITION

The Best Lawyers in America

2015, 2017, 2019, Lawyer of the Year –
Corporate Governance Law, Portland
2008-2019, Corporate Governance Law
2008-2019, Corporate Law
2008-2019, Mergers & Acquisitions Law
2008-2019, Securities/Capital Markets Law
2012-2019, Securities Regulation
2013, 2018, Lawyer of the Year –
Securities Regulation, Portland
2016, Lawyer of the Year – Securities/
Capital Markets Law, Portland

Chambers USA: America's

Leading Lawyers

2005-2019, Corporate/M&A

Super Lawyers

2006-2018, Oregon Super Lawyer –
Mergers & Acquisitions

PROFESSIONAL MEMBERSHIPS

American Bar Association
New York City Bar Association
Multnomah Bar Association

Tom specializes in securities and corporate transactions, including mergers and acquisitions, public offerings, and private placements. General corporate counseling — including representation of special committees of directors, corporate governance issues, and SEC reporting and disclosure matters — is an important part of his practice. Tom was the Chair of Tonkon Torp's Corporate Finance & Transactions Practice Group from 1994 through 2018.

Representative Matters

Representation of Key Technology, Inc. in its sale for \$175 million to Duravant LLC through a tender offer followed by a merger.

Representation of Enel Green Power North America, Inc. in its acquisition of Demand Energy Networks, Inc., an energy systems software provider.

Representation of Vestas-American Wind Technology, Inc. in the acquisition of Upwind Solutions, Inc., an independent service provider for wind turbines in nine U.S. states.

Representation of Nike, Inc. in the sale of Nike Bauer Hockey, Inc. for \$200 million.

Representation of Nike, Inc. in the sale of Official Starter LLC for \$60 million.

Representation of the placement agent in \$14.5 million PIPE transaction by CytoDyn Inc.

Representation of the underwriters in the initial public offering by Methes Energies International, Ltd.

Representation of TASER International, Inc. in its initial public offering.

COMMUNITY INVOLVEMENT & ACTIVITIES

**National Association of
Corporate Directors**
Member

**The Society of Corporate Secretaries &
Governance Professionals**
Member

Technology Association of Oregon
Member

**Association for Corporate
Growth – Portland**
Board of Directors (Past)

Business for Culture & the Arts
Board of Directors (Past)

**National Multiple Sclerosis Society,
Oregon Chapter**
Board of Directors (Past)

Presentations & Publications

Moderator, “Expect the Unexpected – How to
Communicate Uncertainty While Maintaining
Credibility,” Oregon Association of Corporate
Counsel, May 2018

Roundtable Chair, “Governance Priorities for
Small-Cap Public Company Directors,” National
Association of Corporate Directors, Northwest
Chapter, November 2015

Moderator, “Brand Protection in the Transactional
Context,” Association of Corporate Counsel, Oregon
Chapter, September 2015

“2013 Reforms Regarding Private Offerings,” Moss
Adams LLP, November 2014

“To Be or Not to Be an Equity Crowdfunding Portal?”
March 2016

“Entrepreneurs Forge Ahead with ‘Crowdfunding’
Alternatives,” Daily Journal of Commerce, August 2013

