

THE RECORDER

ATTORNEYS OF THE YEAR

Jeffrey Saper Wilson Sonsini Goodrich & Rosati

Jeffrey Saper knows what to expect during a high-profile initial public offering. It's much like giving birth, says the vice chairman of Wilson Sonsini Goodrich & Rosati. And if IPOs are indeed like babies, then Saper has helped produce a lot more offspring than even the Octomom.

He's worked on more than 200 IPOs in his years as a corporate lawyer, including Apple Computer's \$1.3 billion IPO in 1980, when he was a first-year partner.

Last year alone, Saper handled IPOs for either companies or their financial advisers that had a total net value of almost \$1 billion. He represented the underwriters in Pandora Media's \$235 million IPO last June. But his marquee client was LinkedIn Corp., which he represented in its highly anticipated \$352 million IPO, the largest by a U.S. Internet company since Google Inc. went public in 2004.

Yet despite all that experience, Saper says he was just as shocked as everyone else when shares of the Mountain View-based social networking company more than doubled in price after debuting on the New York Stock Exchange last May, closing at \$94.25 a share and giving the company a market cap of close to \$10 billion.

"I don't think anyone realistically knew what the trading market was like," Saper said. "When it opened and you watched it go up and up and up, it was as staggering for lawyers on the inside as it was for anyone on the outside."



JASON DOY

Saper, however, is quick to say that he didn't handle one of the year's most successful IPOs alone. He focused on the initial offering itself and getting it approved by the Securities and Exchange Commission, while partner Katharine Martin worked with LinkedIn's board and general counsel Erica Rottenberg on corporate governance issues and partner Jon Avina helped out wherever needed.

"This deal got a lot of care and feeding at Wilson," Saper said.

For the most part, the deal went smoothly. The team hit all the milestones it laid out, Saper said. But there were challenges. LinkedIn's business model was unique, and there was no way of knowing how a chaotic stock market would treat the offering.

LinkedIn also sold dual-class stock. Shareholders who bought LinkedIn stock during the IPO got Class A shares, which have only one vote apiece. Employees and others who held pre-IPO LinkedIn shares, including co-founder and chairman Reid Hoffman, held Class B shares, which have 10 votes apiece. That meant the pre-IPO shareholders could sell the company and still retain control.

"Any time you're constructing a two-class stock structure, it adds some challenges," Saper said.

Saper said he had hoped that LinkedIn's success would encourage other companies, even those not as strong, to go public. But then the European debt crisis hit and IPO offerings ground to a halt as companies put offerings on hold to wait out market turbulence.

"I thought we were going to see a lot more clients go public, and it didn't happen," Saper said. "There's just a lot of uncertainty in the financial markets."

– Amy Miller