

Michael A. Occhiolini

PARTNER EMERITUS

Corporate
Palo Alto



FOCUS AREAS

Capital Markets
Corporate
Corporate Governance
Derivatives
Finance and Structured
Finance

HIGHLIGHTS

- Extensive Corporate Finance Experience**
Michael focused on a variety of debt and equity financial transactions involving business entities, underwriters, and placement agents.
- Global Offering Expertise**
He advised both domestic and non-U.S. entities on a variety of global offerings of debt and equity securities under Regulation S and Rule 144A, including on the London Stock Exchange, Hong Kong Stock Exchange, Singapore Stock Exchange, Australian Stock Exchange, and Indian stock exchanges.
- A Recognized Practitioner**
Michael was recognized in the 2022-2024 edition of *Chambers Global*, the 2021-2024 editions of *Chambers USA: America's Leading Lawyers for Business*, and the 2011-2018 editions of *Northern California Super Lawyers*.

EXPERIENCE

Michael Occhiolini retired as a partner from Wilson Sonsini Goodrich & Rosati in 2024. During his tenure, he focused on corporate finance, corporate law and governance, and derivatives.

Michael specialized in a variety of debt and equity financial transactions involving business entities, underwriters, and placement agents. He worked on hundreds of public and quasi-public debt and equity offerings, including convertible note offerings, high-yield debt offerings, investment-grade note offerings, preferred securities, and other structural financial products.

Michael worked on a broad range of matters relating to SEC registered offerings and private placements, Rule 144A offerings, and Regulation S offerings. He also represented a number of public companies in general corporate matters and Exchange Act reporting matters. Michael brought to his practice extensive experience in helping public companies with a wide variety of capital markets transactions, including PIPEs, registered direct offerings, at-the-market offerings, equity lines, distribution agreements, and similar financing transactions. Michael also worked with a variety of public companies to either repurchase or restructure their outstanding common stock or debt securities, including through privately negotiated repurchases and exchanges, SEC tender offers, and SEC exchange offers—whether for cash or in exchange for other securities.

Michael has advised both domestic and non-U.S. entities on a variety of global offerings of debt and equity securities under Regulation S and Rule 144A, including on the London Stock Exchange, Hong Kong Stock Exchange, Singapore Stock Exchange, Australian Stock Exchange, and Indian stock exchanges.

In addition, Michael's practice included helping public companies with a variety of equity derivatives, including accelerated stock repurchase contracts (capped, collared, or otherwise), capped calls, and tax integrated call spreads in connection with convertible note offerings, as well foreign exchange, interest rate, and other derivatives. Michael has also helped enterprise clients address their various Dodd-Frank derivative compliance issues, particularly with respect to foreign exchange derivatives.

In 2009, Michael served as an adjunct professor at Stanford Law School, where he taught a course on capital markets.

Prior to joining the firm, Michael worked as a consultant to the World Bank and the Federal Reserve in Washington, D.C.

CREDENTIALS

Education

- J.D., Stanford Law School
- M.A., Public Policy, Harvard University, Kennedy School of Government
- B.A., Political Science, University of Chicago

Associations and Memberships

- State Bar of California Corporations Committee (2005-2009)

Honors

- Recognized in the 2022-2024 editions of *Chambers Global: Capital Markets*
- Recognized in the 2021-2024 editions of *Chambers USA: America's Leading Lawyers for Business* where sources describe him as a "terrific debt lawyer" who is "on top of everything" and "really knows the space and is incredibly persuasive"
- Named in the 2011-2018 editions of *Northern California Super Lawyers*

Admissions

- State Bar of California

MATTERS

Matters

Michael worked on a broad range of matters throughout his career at Wilson Sonsini. Below are select transactions Michael led, leading up to his retirement:

- Fluidigm Corporation \$55 million convertible senior notes in November 2019
- Granite Construction Incorporated \$230 million convertible senior notes in November 2019
- Talend S.A. €139.75 million convertible senior notes in September 2019
- Harmonic Inc. \$115.5 million convertible senior notes in September 2019
- BlackLine, Inc. \$500 million convertible senior notes in August 2019
- Zynga Inc. \$690 million convertible senior notes in June 2019
- Morgan Stanley & Co. LLC/Q2 Holdings, Inc. \$316.25 million convertible senior notes in June 2019 (represented underwriter)
- Twitter, Inc. convertible notes and call spread in 2018
- Microchip Technology, Inc. senior secured notes in 2018
- Palo Alto Networks Inc. convertible notes and call spread in 2018
- Nutanix Inc. convertible notes and call spread in 2018
- RingCentral, Inc. convertible notes and capped call in 2018
- Accelerate Diagnostics Inc. convertible notes and prepaid forward in 2018
- Morgan Stanley & Co. LLC convertible notes and call spread transactions for Q2 Holdings, Inc. in 2018
- The Nature Conservancy senior notes in 2019

CLIENTS

Clients

Michael represented a number of public company clients, including:

- Zynga Inc.
- BlackLine, Inc.
- Harmonic Inc.
- Talend S.A.

- Granite Construction Incorporated
- Fluidigm Corporation
- RingCentral, Inc.
- NetApp, Inc.
- Twitter, Inc.
- Palo Alto Networks Inc.
- Microchip Technology Inc.
- FireEye, Inc.

INSIGHTS

Select Publications

- Co-author with E. Franks, "Market Trends: Convertible Bond Offerings," LexisNexis, Lexis Practice Advisor, 2018
- Co-author with K. Martin and E. Franks, "Financing Alternatives for Small to Mid-Market Public Companies," PLI Course Presentation—Pocket MBA 2016: Finance for Lawyers and Other Professionals, 2013-2016
- Co-author with J. Bailey, "Fourth Update: Dodd-Frank Rules Impact End-Users of Foreign Exchange Derivatives," WSGR Alert, March 2014
- Co-author with E. Franks and J. Bailey, "CFTC Extends Deadline to Comply with Certain Trading Documentation Requirements Under Dodd-Frank for Corporate End-Users of Foreign Exchange Derivatives," WSGR Alert, July 2013
- Co-author with E. Franks and J. Bailey, "Second Update: Dodd-Frank Rules Impact End-Users of Foreign Exchange Derivatives—Next Steps," WSGR Alert, February 2013
- Co-author with E. Franks, "Update: Dodd-Frank Rules Impact End-Users of Foreign Exchange Derivatives," WSGR Alert, September 2012
- Co-author with E. Franks, "Proposed Dodd-Frank Rules Impact End-Users of Foreign Exchange Derivatives," WSGR Alert, October 2011
- Co-author with S. Bernard and P. Schultheis, "SEC Liberalizes Rules regarding Resales of Securities; Amended Rule 144 and Regulation S," WSGR Alert, 2008
- "Where to Draw the Line: Distinguishing Between Restricted and Publicly Registered Securities in an Era of Equity Swaps," *Stanford Journal of Law, Business & Finance*, Vol. 1, Issue 2, 1994
- "Regulatory Aspects of Commodity-linked Finance: Implications for Developing Countries," *Managing Commodity Price Risk in Developing Countries*, Ed. Stijn Claessens and Ronald C. Duncan, The International Bank for Reconstruction and Development/The World Bank, 1993
- "Debt-For-Nature Swaps," Policy, Research and External Affairs Working Papers, The World Bank, Vol. 393, 1990