

Robert G. Day

PARTNER

Corporate
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FOCUS AREAS

Capital Markets
Clean Energy
Communications and
Networking
Corporate
Corporate Governance
Digital Health
Digital Media and
Entertainment
Emerging Companies
Financial Services
Fintech
Mergers & Acquisitions
Public Company
Representation

HIGHLIGHTS

- Extensive Capital Markets Practice**
Bob has a national capital markets practice and has led more than 100 public offerings. Representing both issuers and investment banks such as Goldman Sachs, JP Morgan, and Morgan Stanley, Bob's public offerings include Ancestry, comScore, Cambium Networks, Cloopen Group, Cyan, Digital River, Extreme Networks, FuboTV, Fusion-io, GoPro, Guidewire, Harmonic, IPG Photonics, Jive Software, Nextracker, Proxim, Proofpoint, TheRealReal, Thomas Weisel Partners, UpWork, Vivint Solar, and Zuora.
- Deep Finance Experience**
Bob has represented scores of companies and investors on venture and private equity transactions led by Accel Partners, Altimeter, Benchmark, Bessemer, Blackstone, Dragoneer, GV, IVP, Khosla Ventures, Kleiner Perkins, Sequoia Capital, TCV, Tiger Global, TPG, Francisco Partners, Mainsail, Summit Partner, Sutter Hill, TA Associates, and many others.
- A Trusted Advisor**
Bob has represented growth companies and their investors for more than 30 years, and is highly regarded among management teams, boards of directors, and investors for his thoughtful, commercial, and pragmatic advice. He has been recognized repeatedly by peer-rated publications such as *Northern California Super Lawyers* and *Best Lawyers*.

EXPERIENCE

Bob works with public and private technology companies through all stages of their growth, as well as with investment banks and venture capital, growth equity, and private equity firms. He specializes in areas of corporate and securities law, including general corporate representation, public offerings, private placements, and mergers and acquisitions. Bob also has considerable experience in counseling public companies, executives, boards of directors, investment banks, and investors on disclosure matters, corporate governance, complex securities law issues, and defensive measures. He frequently represents investment banks in their underwriting transactions and he has broad transactional experience representing venture capital and growth equity firms and their portfolio companies.

CREDENTIALS

Education

- J.D., Stanford Law School, 1993
- A.B., History and Economics, Stanford University, 1989

Associations and Memberships

- Member, American Bar Association

Honors

- Listed in the 2013-2024 editions of *Best Lawyers in America* in the area of corporate law
- Selected for inclusion in the 2012-2021 editions of *Northern California Super Lawyers*

Admissions

- State Bar of California

MATTERS

Representative Matters

- The underwriters in Nextracker's \$660 million secondary offering
- MerQube, Inc. in multiple financings with strategic investors
- BlackSky Technology Inc. in its 2023 PIPE financing and ATM offering
- Ampere Computing LLC in multiple financings with strategic investors
- 4Me, Inc. in its sale to PSG
- The underwriters in Nextracker's \$700 million initial public offering
- The initial purchasers in Upwork, Inc.'s \$575 million senior convertible note financing
- Nightdragon Acquisition Corp. in its \$300 million initial public offering
- Vectra AI in its \$130 million preferred stock financing with Blackstone, TCV, Koshla Ventures, and other existing investors
- StockX in its \$335 million preferred stock financing with Altimeter, Dragoneer, Capital Group, and existing investors
- CollectiveHealth in its \$280 million preferred stock financing with HCSC and existing investors
- InTouch Health in its \$1 billion sale to Teladoc
- fuboTV in its \$400 million senior convertible note financing
- Sunrun in its \$400 million senior convertible note financing
- Cloopen Group Holding Limited in its \$368 million initial public offering
- fuboTV in its \$200 million initial public offering
- The underwriters in Cambium Networks Corporation's initial public offering and follow-on public offerings
- The initial purchasers in The RealReal's \$150 million senior convertible note financing
- Podium in its \$125 million preferred stock financing with YC and existing investors
- Vivint Solar, Inc. in its \$4 billion merger with SunRun
- Vectra AI in its \$100 million preferred stock financing with TCV
- The underwriters in The RealReal, Inc.'s \$345 million initial public offering
- ASU Enterprise Partners in its collaboration with The Rise Fund to launch InStride
- The underwriters in Upwork, Inc.'s \$215 million initial public offering
- The underwriters in Zuora, Inc.'s \$177 million initial public offering
- Pluralsight, Inc. in its \$358 million initial public offering
- Gigamon, Inc. in its \$1.6 billion sale to Elliott Management, Evergreen Coast Capital, and Qatar Investment Authority
- Jive Software, Inc. in its sale to ESW Capital, LLC
- The initial purchasers in GoPro, Inc.'s \$175 million convertible senior notes offering
- The underwriters in IronPlanet, Inc.'s initial public offering (sold to Ritchie Bros. in dual-track process)
- Hipmunk, Inc. in its sale to SAP
- Harmonic Inc. in its strategic warrant agreement with Comcast
- Alaska Permanent Fund Corporation in its \$927 million secondary sale of American Homes 4 Rent Class A common shares
- Vormetric, Inc. in its \$450 million sale to Thales
- comScore, Inc. in its acquisition of Rentrak
- Harmonic Inc. in its \$125 million convertible senior notes offering
- comScore, Inc. in its strategic alliance with WPP's data investment management division, Kantar, and in the acquisition of certain of WPP's European internet audience measurement assets
- Vivint Solar, Inc. in its initial public offering
- The underwriters in GoPro, Inc.'s initial public offering and follow-on public offering
- Answers Corporation in its sale to Apax Partners
- Answers Corporation in its acquisition of ForeSee Results
- Fusion-io, Inc. in its sale to SanDisk Corporation
- Fusion-io, Inc. in its initial public offering and follow-on public offering
- AFCV Holdings in its acquisition of Answers Corporation
- Harmonic Inc. in its acquisition of Omneon
- Harmonic Inc. in its \$150 million self-tender

- The underwriters in Proofpoint, Inc.'s initial public offering and convertible note offerings
- The underwriters in Guidewire, Inc.'s initial public offering and follow-on offering
- Cyan, Inc. in its initial public offering
- PayLease in its sale to Francisco Partners
- Sprinkles Cupcakes in its sale of controlling equity interests to Karp Reilly
- Jive Software, Inc. in its initial public offering
- Aviat Networks in activist defense
- Harmonic Inc. in activist defense
- comScore, Inc. in its initial public offering
- The underwriters in IPG Photonics' initial public offering and follow-on public offering
- Fusion-io, Inc. in its acquisition of io-Turbine
- The underwriters in Ancestry's initial public offering and follow-on public offerings

CLIENTS

Select Clients

Companies represented in public offerings, mergers and acquisitions, and corporate law and governance include:

- AFCV Holdings, LLC
- AlphaSmart, Inc.
- Ampere Computing
- Answers Corporation
- Aviat Networks, Inc.
- BlackSky Technology Inc.
- CollectiveHealth
- comScore, Inc.
- Cyan, Inc.
- Diamond Multimedia Systems, Inc.
- fuboTV, Inc.
- Fusion-io, Inc.
- Gigamon, Inc.
- Harmonic Inc.
- Inter-Tel, Incorporated
- InTouch Health
- International Manufacturing Services, Inc.
- Jive Software, Inc.
- McAfee, Inc.
- MerQube, Inc.
- Oportun Financial Corporation
- Pluralsight, Inc.
- Proxim Corporation
- SB Technology, Inc.
- ServiceTitan, Inc.
- Sipex Corporation
- StockX, Inc.
- Vectra AI, Inc.
- Vivint Solar, Inc.
- Vormetric, Inc.
- Yext, Inc.

Underwriters represented in public offerings include:

- BofA Securities
- Citigroup
- Credit Suisse
- Deutsche Bank Securities
- Goldman, Sachs & Co.
- Jefferies
- J.P. Morgan
- Morgan Stanley
- UBS Investment Bank

INSIGHTS

Select Publications

- Co-author, *The Initial Public Offering: A Guidebook for Executives and Boards of Directors*, Third Edition, Bowne & Co., October 2008
- "Administrative Watchdogs or Zealous Advocates? Implications for Legal Ethics in the Face of Expanded Attorney Liability," 45 *Stanford Law Review* 645, 1993

Select Speaking Engagements

- Adjunct Visiting Lecturer, Capital Markets and Securities Regulation, Stanford Law School, Spring 2009
- Annual Ernst & Young IPO Transformation CEO Retreats
- *Corporate Board Member's* East Coast Peer Exchange and West Coast Peer Exchanges