

WILSON SONSINI

Steven V. Bernard

PARTNER

Corporate

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New York*

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FOCUS AREAS

Capital Markets
Corporate
Corporate Governance
Emerging Companies
Israel
Mergers & Acquisitions
Special Purpose Acquisition
Companies (SPACs)
U.S. Expansion

HIGHLIGHTS

- International Capital Markets Expertise**
Steve has over 25 years of experience representing non-U.S. companies that are seeking to list on Nasdaq or the NYSE, or otherwise raise capital in the U.S. in a private financing.
- Unique, First-of-a-Kind Cross-Border Deal Experience**
Steve structured the first simultaneous dual-listing of ADRs on Nasdaq and a German stock exchange, the first Tier II issuer self-tender by a dual-listed Indian issuer and the first Global Share Program by a Nasdaq-listed issuer.
- Public Company Guidance**
Steve guides domestic issuers and foreign private issuers through their life as a U.S.-listed company.

EXPERIENCE

Steve Bernard is a partner at Wilson Sonsini Goodrich & Rosati, where he specializes in representing non-U.S. and domestic companies in U.S. IPOs, global securities offerings, cross-border mergers and acquisitions, and SEC compliance. For more than 25 years, Steve has helped private and public companies from countries throughout the world to raise capital in the United States. His practice includes all aspects of public and private company representation, including corporate governance and SEC reporting. He also has represented underwriters in numerous public offerings and investors in venture financings.

Steve's decades of experience advising non-U.S. issuers enables him to proactively identify the potential pitfalls that such companies may experience and provide practical advice to avoid them. In addition to having a role in a majority of Wilson Sonsini's non-U.S. issuer IPOs, Steve also helps to manage the firm's relationships with non-U.S. law firms.

CREDENTIALS

Education

- J.D., New York University School of Law
- B.A., Foreign Affairs, University of Virginia

Associations and Memberships

- Chair, Securities Filing Program, Practising Law Institute
- Lecturer, Practising Law Institute

Honors

- Named in *Northern California Super Lawyers* in 2013-2020

Admissions

- State Bar of California
- State Bar of New York

MATTERS

Select Transactions

- Gogoro Inc. in its U.S. listing via de-SPAC
- Informatica Inc. in its IPO
- Freyr Battery in its U.S. listing via de-SPAC
- 4D pharma plc in its U.S. listing via de-SPAC
- Goldman Sachs and JPMorgan in the IPO of Marqeta, Inc.
- JFrog Ltd. in its IPO
- Palantir Technologies Inc. in its public offering through a direct listing
- Agora, Inc. in its IPO
- Elastic N.V. in its IPO
- Talend S.A. in its IPO
- SolarCity Corporation in its IPO
- Xenon Pharmaceuticals in its IPO
- Infosys Limited in its \$2 billion global issuer self-tender
- CSR plc in its listing of ADRs on Nasdaq and global issuer self-tender
- Westfield Corporation Limited in the spin-off and ASX listing of its OneMarket Limited subsidiary
- Mesoblast Limited in its IPO
- Morgan Stanley in the IPO of AVG Technologies N.V.

CLIENTS

Select Public Company Clients

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|-------------------------------|------------------------------|
| ▪ 4D pharma plc | ▪ Marqeta, Inc. |
| ▪ Agora, Inc. | ▪ Pushpay Limited |
| ▪ Elastic N.V. | ▪ Xenon Pharmaceuticals Inc. |
| ▪ Gogoro Inc. | ▪ Xero Ltd. |
| ▪ Informatica Inc. | ▪ Zynga Inc. |
| ▪ Infosys Limited | |
| ▪ Logitech International S.A. | |

INSIGHTS

Select Publications

- "Trading Activities in Connection with Distributions: Regulation M," Practising Law Institute
- "Quarterly Reports on Form 10-Q," Practising Law Institute
- "Preparation of the Annual Report on Form 10-K," Practising Law Institute
- "Interim Reports on Form 8-K," Practising Law Institute
- "Risk Factors Disclosure and the Private Securities Litigation Reform Act," Practising Law Institute
- "Registration Statements under the Securities Exchange Act of 1934: Form 10 and Form 8-A," Practising Law Institute
- "Third-Party Legal Opinions in Acquisitions of Privately Held Companies," Practising Law Institute
- "Resales of Securities under Rule 144 and Rule 144A," Practising Law Institute

Select Speaking Engagements

- Presenter, "SPACs, IPOs, and Direct Listings: Alternative Public U.S. Exit Strategies for European Tech Companies" webinar
- Guest Lecturer, "Private Company Exits: M&A vs. IPO," Stanford Law School and UC Berkeley School of Law
- Keynote Speaker, "US IPOs by Non-US Companies," London
- Speaker, "The Future Role and Form of Disclosure Documents - The US Perspective," Amsterdam
- Panel Speaker, "Balancing Strategic with Financial Objectives in Corporate Venture Investments," London