WILSON SONSINI

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PARTNER

National Security

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FOCUS AREAS

- Anti-Money Laundering
- Committee on Foreign Investment in the United States (CFIUS)
- Export Control and Sanctions
- Fintech and Financial Services
- Foreign Ownership, Control, or Influence (FOCI)
- Government Contracts
- Government Investigations
- National Security
- Payments
- Regulatory
- Special Purpose Acquisition Companies (SPACs)

HIGHLIGHTS

Government Experience
Stephen previously served in the U.S. government as a CFIUS official, and in other national security positions at the CIA, Department of Homeland Security, and Department of Justice.

A Recognized CFIUS Practitioner
For two decades, Stephen has been involved in thousands of CFIUS matters. He helps U.S. companies and foreign investors assess CFIUS risks, draft risk-allocation language, respond to CFIUS inquiries and enforcement actions, make CFIUS filings, and obtain CFIUS clearances. He also serves as CFIUS counsel to the National Venture Capital Association and has been recognized as a leading CFIUS and national security expert by *Chambers USA, Chambers Global*, *Foreign Investment Watch,* and *Washingtonian*.

Anti-Money Laundering, Sanctions, and Other National Security Matters
Stephen has advised clients on regulatory compliance, investigations, and defense of government enforcement actions relating to anti-money laundering and beneficial ownership requirements, economic sanctions (including UN sanctions regimes), and an array of other national security matters.

A Thought Leader on CFIUS and National Security Issues
Stephen has published articles in many forums, including *The New York Times*, *The Washington Post*, *Bloomberg*, *Semafor, Lawfare, The Hill,* and *Law360*, and he speaks regularly on CFIUS and other national security topics.

EXPERIENCE

Stephen Heifetz is a partner in the Washington, D.C., office of Wilson Sonsini Goodrich & Rosati, where he advises clients on laws and policies at the intersection of international business and national security. He has been a CFIUS practitioner for two decades, and has previously served for the U.S. government on the Committee on Foreign Investment in the United States (CFIUS). Stephen has advised the National Venture Capital Association (NVCA) on CFIUS policy issues, has been involved in thousands of CFIUS matters and has been recognized as a leading CFIUS and national security expert by *Chambers USA, Chambers Global*, *Foreign Investment Watch,* and *Washingtonian*. *Chambers* sources note Stephen is “extraordinarily knowledgeable, responsive, and offers great practical guidance.”

Stephen regularly helps U.S. companies and foreign investors determine whether to make a CFIUS filing, allocate CFIUS risk in transaction documents, navigate the CFIUS process, respond to CFIUS “non-notified” inquiries, and negotiate risk mitigation measures if needed to obtain CFIUS clearance.

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Beyond CFIUS, Stephen advises clients on matters of legal compliance and political risk and defends companies facing investigations and government enforcement actions, often in the context of cross-border transactions and other activities. He represents clients with regard to anti-money laundering laws and beneficial ownership requirements administered by the Financial Crimes Enforcement Network (FinCEN) and other financial regulators, particularly laws pertaining to money transmitters and other money services businesses.

Additionally, Stephen advises on economic sanctions administered by the Office of Foreign Assets Control (OFAC) and by the UN Security Council, and has experience with anti-corruption and export control laws, with security screening rules applicable to visa applicants as well as airlines and other transportation companies, and with codes of conduct applicable to private security providers.

Prior to joining Wilson Sonsini, Stephen was a partner at a multinational law firm based in Washington, D.C., where he co-chaired that firm's international regulation and compliance group. From 2006 to 2010, he served as a senior official in the U.S. Department of Homeland Security's (DHS) Office of Policy Development. In this role, he served as DHS's daily representative to CFIUS and also worked with DHS's agencies—including the Transportation Security Administration, U.S. Customs and Border Protection, and U.S. Immigration and Customs Enforcement—to develop policies on a range of issues.

After finishing law school, Stephen worked as an attorney for the Central Intelligence Agency and later served as a trial attorney in the U.S. Department of Justice's Money Laundering and Asset Recovery Section.

Stephen has published articles in top business and legal media outlets, including *The New York Times*, *The Washington Post*, *Bloomberg, Semafor, Lawfare, The Hill,* and *Law360*. He also was previously an adjunct professor at Georgetown University Law Center.

CREDENTIALS

Education

- J.D., Georgetown University Law Center, 1996
  Magna Cum Laude; Order of the Coif; Senior Articles Editor, Georgetown Law Journal; *Olin Fellow, Law and Economics*
- A.B., Stanford University, 1993
  With Honors
- Visiting Student, Oxford University (Pembroke College), 1992

Associations and Memberships

- Co-chair, 8th Annual National Conference on CFIUS, American Conference Institute

Honors

- Selected for inclusion among *WWL's* 2025 "Thought Leaders – USA" and "Thought Leaders – M&A and Governance"
- Recognized among top global CFIUS experts in the 2021-2024 "Top Advisors" lists by *Foreign Investment Watch*
- Recognized among the country's top international trade CFIUS experts in the 2012-2024 editions of *Chambers USA: America's Leading Lawyers for Business,* where he is described as "very experienced and a clear conveyor of complex information and counsel" and "extraordinarily knowledgeable, responsive, and offers great practical guidance"
- Recognized in the International Trade: CFIUS U.S. experts category in the 2015-2024 editions of *Chambers Global,* where he is known to be "intimately familiar with the entire CFIUS process" and "very experienced and a clear conveyor of complex information"
- Honored among *Washingtonian* magazine's "Best Lawyers" in the national security category

Admissions

- Bar of the District of Columbia
- State Bar of Maryland

INSIGHTS

Select Publications

- Author, "CFIUS and the Cost of Risk Aversion," *Columbia FDI Perspectives* (Columbia University), September 16, 2024

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- Co-author, “Pending Changes to Anti-Money Laundering Program Requirements for MSBs and Other Financial Institutions,” Wilson Sonsini Alert, August 19, 2024
- Co-author, “Proposed ‘Outbound Investment’ Regulations Target Transactions Involving PRC Semiconductor, Quantum, and AI Businesses,” Wilson Sonsini Alert, June 25, 2024
- Co-author, “New Proposed CFIUS Rules Confirm a More Prosecutorial Regime, But to What End?” Wilson Sonsini Client Advisory, May 1, 2024
- Author, "Advisor pens a CFIUS parable: 'The party house and the guard dog,'" *Foreign Investment Watch*, April 17, 2024
- Author, “Yellen Could Stop U.S. Nativist Trajectory in Foreign Investment,” *Bloomberg Law*, September 12, 2023
- Author, “CFIUS Clampdown Will Deter Allied-Country Investment,” *Law360*, July 25, 2023
- Co-author with J. Gruenspecht, “’I See Dead Companies’: CFIUS Aims an FAQ at the Venture Capital Model,” Client Advisory, July 25, 2023
- Co-author, “Considerations for M&A Transactions Involving Fintech Companies,” Wilson Sonsini Alert, June 15, 2023
- Co-author with J. Davey, T. Jenkins, and B. Poellot, “Beware: Increasingly Aggressive Enforcement Actions in the Crypto Asset Industry Puts Companies on Notice,” Wilson Sonsini Alert, June 12, 2023
- Co-author with J. Aiello LeBeau, J. Cheng, J. Davey, J. Hartwig, T. Jenkins, and A. Seymour, “OFAC Penalizes Another Crypto Asset Company for Sanctions Violations,” Wilson Sonsini Alert, May 11, 2023
- Co-author, “Treasury Risk Assessment Emphasizes That Decentralized Crypto Companies Have AML and Sanctions Compliance Obligations,” Wilson Sonsini Alert, April 25, 2023
- Co-author, “National Security Regulations 2022 Year in Review,” Wilson Sonsini newsletter, February 14, 2023
- Author, “The U.S. Government Should Try Harder to Minimize Costs of China Defensive Measures,” *Lawfare*, February 13, 2023
- Opinion Contributor, “Tightening Foreign Investment Screening Undermines National Security,” *The Hill*, January 18, 2023
- Guest Columnist, “Stephen Heifetz: What I See as a CFIUS Lawyer,” Semafor, January 13, 2023
- Co-author with J. Cheng, J. Hartwig, and T. Jenkins, “Coinbase Agrees to Pay $100 Million and Improve Compliance Program as Regulators Continue Scrutiny of Crypto Asset Companies,” Wilson Sonsini Alert, January 12, 2023
- Co-author with M. Casey, J. Hartwig, T. Jenkins, and A. Seymour, “Crypto Exchange Agrees to Pay More Than $362,000 to Settle Alleged Sanctions Violations,” Wilson Sonsini Advisory, December 14, 2022
- Co-author with J. Gruenspecht and J. Lynch, “CFIUS Guidelines: Betwixt and Between,” Wilson Sonsini Advisory, November 16, 2022
- Co-author with T. Jenkins, M. Casey, and J. Davey, “Final Regulations on Beneficial Ownership Will Require ‘Tens of Millions’ of Legal Entities to File Reports,” Wilson Sonsini Alert, October 4, 2022
- Co-author with N. Dhir, J. Gruenspecht, and K. Millard, "President Biden’s Executive Order on CFIUS Likely to Yield Incremental Tightening," Wilson Sonsini Alert, September 20, 2022
- Co-author with J. Davey and T. Jenkins, "Money Services Businesses Penalized for Failure to Adopt Robust Anti-Money Laundering Practices," Wilson Sonsini Alert, August 18, 2022
- Co-author with J. Gruenspecht and N. Dhir, "A Tale of Two Filers: CFIUS Report Touts Efficiency, Also Indicates CFIUS Failed to Meet Statutory Deadlines for a Large Percentage of Filed Notices," Wilson Sonsini Bylined Article, August 17, 2022
- Guest Opinion Columnist, "It's all China and Russia: CFIUS expert says it's tiem to 'get real,'" Foreign Investment Watch, August 13, 2022
- Co-author with J. Gruenspecht, "Proposed Legislation Seeks to Create 'Reverse CFIUS': National Security Review of Outbound Activity Benefiting Entities or Countries of Concern," Wilson Sonsini Advisory, August 8, 2022
- Co-author with M. Casey and J. Gruenspecht, "BEIS Blocks First Transaction Under the UK’s National Security and Investment Act," Wilson Sonsini Alert, August 1, 2022
- Co-author with T. Jenkins, "Headed to the Metaverse? Be 'The One' to Minimize Money Laundering Risk," Wilson Sonsini Advisory, July 14, 2022
- Co-author with M. Casey and J. Gruenspecht, "BEIS Publishes First Annual Report Regarding the UK's National Security and Investment Act," Wilson Sonsini Alert, July 5, 2022
- Co-author with A. Caiazza, J. Kaplan, J. Hartwig, J. Davey, and T. Jenkins, "No Foolish Transactions: A Few Guidelines for NFT Marketplace Participants to Mitigate Anti-Money Laundering Risks," Wilson Sonsini Advisory, May 23, 2022
- Co-author with J. Davey, N. Dhir, and J. Gruenspecht, “CFIUS Rules: A Crash Course in Assessing and Navigating Risk,” *Practical Guidance*, March 2022
- Co-author with M. Alioto, A. Caiazza, and T. Jenkins, "President Biden Signs Executive Order on Ensuring Responsible Development of Digital Assets," Wilson Sonsini Advisory, March 15, 2022

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- Co-author with T. Jenkins and J. Kaplan, "Is Regulation of NFTs to Combat Financial Crime on the Horizon?" Wilson Sonsini Alert, February 23, 2022
- Author, "Enhanced CFIUS Rules Have Lawyers Pushing Benefits of Foreign Investment," *The National Law Journal*, February 23, 2022
- Co-author with J. Aiello LeBeau, M. Casey, J. Hartwig, and A. Seymour, "CJEU Publishes Judgment Interpreting the EU's Blocking Regulation," Wilson Sonsini Alert, February 3, 2022
- Co-author with M. Casey and J. Gruenspecht, "The UK's National Security and Investment Act Now Fully in Force," Wilson Sonsini Alert, January 4, 2022
- Co-author with M. Casey, J. Davey, J. Gruenspecht, and T. Jenkins, "New Rules Will Require Beneficial Ownership Reporting to Federal Regulators by U.S. and Foreign Corporations, LLCs, and Other Legal Entities," Wilson Sonsini Alert, January 4, 2022
- Co-author with M. Casey, J. Davey, J. Hartwig, and T. Jenkins, "New OFAC Guidance Raises the Stakes for Crypto Industry," Wilson Sonsini Alert, October 20, 2021
- Co-author with J. Davey and T. Jenkins, "National Cryptocurrency Enforcement Team Turns Up the Crypto Heat," Wilson Sonsini Alert, October 18, 2021
- Author, "Policing of foreign tech investment in the US is broken. Here's how to fix it." *Protocol*, October 4, 2021
- Co-author with J. Davey and J. Kaplan, "Anonymity Becomes Passé: U.S. Government Moves to Require Ownership Information for Corporations, LLCs, and Others," Wilson Sonsini Alert, April 15, 2021
- Co-author with S. Cowell and J. Gruenspecht, "Companies That Procure IT Products or Services from China, Russia, and Certain Other "Adversary" Nations May Face New National Security Questions Under the Now-Effective "ICTS" Rule," Wilson Sonsini Alert, March 25, 2021
- Co-author with A.J. Bender, S. Cowell, and J. Gruenspecht "A National Security Parting Gift to the New Administration: Additional Burdens for IT Supply Chains and Infrastructure as a Service," Wilson Sonsini Alert, January 26, 2021
- Co-author with J. Kaplan, J.E. Krosnicki, and C. Wang, "MSB or Not MSB? That Is the Question (for Determining Applicability of Anti-Money Laundering Rules)," Wilson Sonsini Alert, January 25, 2021
- Co-author, N*ational Security Regulations 2020 Year in Review*, Wilson Sonsini, December 17, 2020
- Co-author with J. Kaplan, "New Anti-Money Laundering Legislation Will Create Significant Transparency Compliance Requirements for Businesses and Investors," Wilson Sonsini Alert, December 14, 2020
- Co-author with J.F. Gruenspecht, J.R. Davey, and N. Dhir, "CFIUS After FIRRMA Implementation: A Crash Course in Assessing and Navigating Risk," Wilson Sonsini Alert, October 15, 2020
- Co-author with J.I. Aiello LeBeau, A.E. Seymour, M.B. Mannino, and J.F. Gruenspecht, "As the App World Turns: Halt on Implementation of Commerce Prohibitions Regarding TikTok and WeChat," Wilson Sonsini Alert, September 21, 2020
- Co-author with A.E. Seymour and J.F. Gruenspecht, "Executive Orders on TikTok and WeChat: Ambiguity and a Few Other Takeaways," Wilson Sonsini Alert, August 7, 2020
- Co-author with J.F. Gurenspecht, M.B. Mannino, and N. Dhir, "Buyer Beware: Stepped Up Enforcement and Monitoring by CFIUS," Wilson Sonsini Alert, June 22, 2020
- Co-author with J.F. Gruenspecht, M.B. Mannino, and S. Cowell, "CFIUS Serves Up Proposed Changes to Mandatory Filing Rules: Bon Appétit!" Wilson Sonsini Alert, May 28, 2020
- Co-author with J.E. Krosnicki, "How Gaming Companies Can Become Inadvertent Money Services Businesses," Wilson Sonsini Alert, May 27, 2020
- Co-author with J.F. Gruenspecht and J.R. Davey, "CFIUS Filing Fees Finalized: Prepare to Pay (or Not)," Wilson Sonsini Alert, April 30, 2020
- Co-author with J.F. Gruenspecht, J. Lynch, and S. Cowell, "The New National Security Regulatory: Team Telecom Becomes CAFPUSTSS (?) and Has a Big First Week," Wilson Sonsini Alert, April 22, 2020
- Co-author with M.B. Mannino, J.F. Gruenspecht, and J.R. Davey, "CFIUS Update: COVID-19 Slowdown, Enforcement Uptick, and Jurisdictional Dismissals," Wilson Sonsini Alert, April 15, 2020
- Co-author with J.F. Gruenspecht and J.R. Davey, "Fees and Loathing at CFIUS: The Committee Imposes Filing Fees, Forces Divestment, and Reportedly Blocks Another Big Deal," Wilson Sonsini Alert, March 9, 2020
- Co-author with J. Gruenspecht and M. Mannino, "What Technology Businesses and Investors Should Know About the New CFIUS Rules," WSGR Client Advisory, January 16, 2020
- Co-author with J. Gruenspecht and M. Mannino, "Key Takeaways from the New Proposed CFIUS Rules," WSGR Client Advisory, September 24, 2019
- Co-author with J. Gruenspecht and M. Mannino, "After Calm Summer, Expect CFIUS Landscape To Erupt," Law360, August 28, 2019
- Co-author with J. Gruenspecht, "CFIUS 2.0 Roundup: The Pilot Program, The Shoulder Shrug," *Law360*, March 29, 2019

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- Co-author with J. Gruenspecht, M. Mannino, and B. George, "CFIUS Past, Present, and Future: A 2018 CFIUS Carol," WSGR CFIUS 2018 Year in Review, December 20, 2018
- Co-author with J. Gruenspecht and M. Mannino, "Five Questions to Determine If You Have a CFIUS Filing Requirement," WSGR Client Advisory, October 18, 2018
- Co-author with J. Gruenspecht and M. Mannino, "Three-and-a-Half CFIUS Issues Needing Immediate Attention: Why Thinking 'Big Whoop' Could Lead to Big Trouble," WSGR Client Advisory, August 13, 2018
- Co-author with J. Gruenspecht, "CFIUS Reform Legislation: Four Early Questions Investors and Companies Need to Ask," WSGR Client Advisory, July 26, 2018
- Co-author with J. Gruenspecht, M. Mannino, and B. George, "CFIUS Legislation and Chinese Foreign Investment Restrictions: Status Update and Practical Implications," WSGR Client Advisory, May 29, 2018
- Co-author, "Anti-Money Laundering Obligations for Virtual Currency Companies," WSGR Client Advisory, April 2, 2018
- Co-author with J. Gruenspecht, "How the CFIUS Calculus Continues to Change," *Law360*, March 1, 2018
- Co-author with B. George and M. Mannino, "A Momentous Year For CFIUS: Part 2," *Law360*, January 16, 2018
- Co-author with B. George and M. Mannino, "A Momentous Year For CFIUS: Part 1," *Law360*, January 12, 2018
- "The CFIUS Calculus Has Changed—In More Ways than One," *Law360*, July 19, 2017
- Co-author with P. Jeydel, "Time to Finally End the Cuba Embargo," *The Hill*, October 27, 2016
- Co-author with A. Early, "The Right Time to Make a CFIUS Filing," *Law360*, September 27, 2016
- "Sanctions Worked, Congress. Let Them Die," *The New York Times*, August 4, 2015
- Co-author with E. Sherwood, "Those Other Economic Sanctions: Section 311 Special Measures," *The Banking Law Journal*, September 2014
- "How to Keep Terrorism Grounded," *The New York Times*, November 1, 2010
- "The Risk of Too Much Oversight," *The New York Times*, July 21, 2008
- "A Wasteful Pursuit of Terrorist Money," *The Washington Post*, August 24, 2005

Select Speaking Engagements

- Speaker, “National Security Investment Restrictions Go Global: CFIUS Updates for VCs,” National Venture Capital Association, September 28, 2022
- Speaker, “The Expansion of Investment Screening: Implications for Business and Investors,” Committee on Foreign Relations, March 24, 2022
- Speaker, “How to Adapt to the New National Security Review Law for Foreign Investment in US Technology Companies,” The Japan Society of Northern California and JETRO, Webinar, October 7, 2021
- Speaker, "U.S. and UK Venture Investment and National Security: A Joint Discussion with CFIUS and BEIS," Wilson Sonsini Events, April 21, 2021
- Speaker, "Navigating the Growing Anti-Money Laundering Thicket for Technology Companies," Wilson Sonsini Events, February 24, 2021
- Speaker, "M&A and Regulatory Considerations Under a Biden Administration," Wilson Sonsini Events, December 9, 2020
- Speaker, "CFIUS and China Foreign Investment," Asia Society Northern California Webcast, November 19, 2020
- Speaker, "CFIUS Rule Updates: What Technology Businesses and Investors Should Know," Osage University Partners Webinar, October 27, 2020
- Speaker, "CFIUS After FIRRMA" Webcast, DealLawyers.com, October 6, 2020
- Speaker, "Update on CFIUS and FIRRMA," 99th Annual AAEI Conference & Expo, August 26, 2020
- Speaker, "The New CFIUS Rules: What Do Technology Businesses and Investors Need to Know?" Wilson Sonsini Events, March 5, 2020
- Speaker, "CFIUS Lounge Audio Conference," Wilson Sonsini Events, February 11, 2020
- Speaker, "CFIUS Final Rules & VC Impact," NVCA, January 28, 2020
- Speaker, "CFIUS Status: Final Stages of FIRRMA Implementation, Early in the Enforcement Era," Wilson Sonsini Webinar Series: Regulatory Compliance Considerations in Today's Global Economy, June 25, 2020
- Moderator, “Fireside Chat: CFIUS discussion with Tom Feddo, Department of the Treasury Assistant Secretary for Investment Security,” Emerging Technology Meets National Security Conference, November 7, 2019
- Speaker, “New Proposed CFIUS Rules and their Implications for Venture Capital,” National Venture Capital Association, October 4, 2019
- Speaker, “To File or Not to File – You Be the Judge: Making the Decision of Whether or Not to File a Voluntary Notice for CFIUS Review in the Context of Future Transactions with China,” 5th National Conference on CFIUS & Team Telecom, American Conference Institute, April 24, 2019

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- Speaker, “Challenges of Venture Investment in China and Abroad: Creative and Trendy Business Models,” China Healthcare Investment Conference (CHIC), March 26, 2019
- Speaker, "Pre-Acquisition Planning: How Stakeholders Are Now Minimizing Known and Unknown Risks through Contractual, Financial, and Cybersecurity Measures," 4th National Forum on CFIUS and Team Telecom, American Conference Institute, January 31, 2018
- CFIUS panel, Elevation Securities Seminar, September 14, 2017
- CFIUS Session, FBI Information Sharing Initiative Conference, April 24, 2017
- Foreign Investment Reviews and the New Administration, U.S.-China Business Council, March 23, 2017
- "Foreign Investment in the U.S.: Obtaining CFIUS Approval," J.P. Morgan Special Situations Investor Forum, March 13, 2017
- "A Contractor's Guide to Doing Business with the Department of Homeland Security," Federal Publications Seminars, November 9, 2016
- "The U.S. Contractor's Guide to Doing Business in Israel," Federal Publications Seminars, July 27, 2016

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