

# WILSON SONSINI

## Phil Rothenberg

GENERAL COUNSEL IN  
RESIDENCE

Executive Advisory  
Program

*Palo Alto*

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## FOCUS AREAS

Executive Advisory  
Program

## EXPERIENCE

Philip Rothenberg is General Counsel in Residence at Wilson Sonsini Goodrich & Rosati. With extensive in-house and government securities and transactional experience, Philip provides valuable counsel to clients in connection with corporate and securities matters.

Prior to joining the firm, Philip served as chief legal officer at Tensor Auto Inc., where he helped scale the company's operations and prepare for the launch of the company's first autonomous vehicle. His work encompassed corporate governance matters; securities work; regulatory issues; manufacturing, sales, and service agreements; commercial partnerships; litigation; and patents and trademarks. Philip also led the global legal team at Univers Inc., where he worked on pre-IPO bridge loan financing, trademark and patent strategy, contracts, establishing committees of the board of directors, IPO preparatory matters, and employment litigation.

Philip previously was general counsel and secretary at Sonder Holdings Inc., where he built a legal team of over 20 attorneys and professionals across North America and EMEA. He led the legal work for Sonder's corporate inversion from Canada to the U.S., Series D and Series E private securities offerings, SPAC merger, and de-SPAC IPO and listing on Nasdaq. He also negotiated the company's lease agreements worldwide, co-led numerous litigation matters internationally, and helped to establish Sonder corporate entities across countries including France, Spain, Portugal, the Netherlands, and the United Arab Emirates. Further, he served as the lead attorney for Sonder's board of directors and board committee matters and co-led its ESG work.

Earlier in his career, Philip served as vice president of legal and assistant secretary at Tesla, where he worked on a variety of securities matters, including numerous securities offerings, drafting SEC filings, responding to SEC comment letters, and handling shareholder proposals, as well as advising on federal securities laws, Rule 10b5-1 trading plans, NASDAQ rules, Delaware corporate law, and corporate governance matters. He also prepared and reviewed a broad range of contracts, including non-disclosure agreements, motor vehicle sales agreements, vehicle repurchase agreements, supplier and equipment purchase agreements, Supercharger and destination charger real estate agreements, property leases and purchase and sale agreements, and strategic partnership agreements. Philip was responsible for all of Tesla's legal functions in Asia, including establishing the legal function in China, its disclosure committee, and the company's whistleblower hotline and related compliance and investigation matters. In addition, he advised the Tesla board of directors on various matters, including related party transactions, corporate governance, compliance issues and related investigations, and disclosure issues.

From 2007 to 2011, Philip worked as an attorney in the Division of Corporation Finance at the SEC, reviewing and commenting on initial public registration statements, proxy statements, and confidential treatment requests.

Philip began his legal career as an associate at Sullivan & Cromwell, where he worked on securities and M&A transactions. He later joined Pillsbury Winthrop Shaw Pittman LLP, where his client matters

included domestic and international securities offerings.

Prior to his legal career, Philip co-founded and served as vice president of Property Auctions, Inc.

Philip is admitted in the District of Columbia and New York. He is not admitted in California and therefore not authorized to practice law in California.

## CREDENTIALS

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### Education

- J.D., Georgetown University Law Center, 2001  
*Member*, Law and Policy in International Business Journal
- M.B.S., University of South Carolina, 1997  
*Member*, Beta Gamma Sigma National Honor Society
- B.A., Economics and Foreign Affairs, University of Virginia, 1992

### Honors

- Recipient, Securities and Exchange Commission's Productivity Improvement Award, 2008

### Admissions

- Bar of the District of Columbia
- State Bar of New York
- Not admitted in California

## MATTERS

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### Select Matters

#### Securities

- Represented Lehman Brothers in a \$125 million takedown offering of common stock and drafted the underwriting agreement\*
- Represented Morgan Stanley Dean Witter Australia Securities Limited, UBS Investment Bank, and DBS Bank Ltd in an A\$1.4 billion initial public offering of SP AusNet stapled securities\*
- Represented NTT DoCoMo in its New York Stock Exchange listing\*
- Advised Serono SA on corporate legal matters\*
- Represented Japan Tobacco in an approximately \$2.2 billion global offering of common stock\*
- Represented NS Solutions in an approximately \$300 million global offering of common stock\*
- Represented JFM in two debt shelf take-downs of yen-dominated guaranteed bonds totaling approximately \$1.8 billion\*
- Represented Japan Retail Fund in an approximately \$420 million international offering of investment units\*
- Represented underwriters in Sumitomo Mitsui Financial Group's \$2.5 billion global offering of preferred stock\*
- Advised Internet Initiative Japan on corporate legal matters\*
- Advised Crosswave Communications on corporate legal matters\*
- Represented Goldman Sachs in corporate securities matters\*
- Represented a Japanese electronics manufacturer in an international offering that was eventually withdrawn\*
- Represented underwriter in a Japanese automobile manufacturer's international offering that was eventually withdrawn\*

#### Mergers & Acquisitions

- Represented Oxford Health Plans in its approximately \$5 billion merger with UnitedHealth Group\*
- Represented UBS in its acquisition of Charles Schwab SoundView Capital Markets for \$265 million\*
- Represented UBS in its acquisition of Paine Webber for \$10.8 billion\*

#### Investment Company

- Represented Scottish Widows Investment Partnership Trust in its registration with the SEC\*

*\*Denotes matters handled prior to joining Wilson Sonsini in 2026.*