



## Mark F. Worthington

**Business, Corporate/Securities**  
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### Profile Introduction

Mark's practice focuses on corporate and securities law. He serves as corporate counsel to start-ups, emerging growth companies and public companies and has experience with a wide range of corporate finance transactions, including angel, venture capital and private equity financings; initial, secondary and follow-on public offerings; and mergers and acquisitions. He advises both private and public companies with respect to corporate governance and compliance issues, including federal and state securities laws, the JOBS Act, and ongoing SEC and other regulatory compliance. In addition, Mark represents senior executives and management teams on transactions and with respect to employment and compensation matters generally. Mark's commitment to his clients is highlighted in the September 2014 issue of *Corporate Counsel* magazine, which can be viewed [here](#).

Mark has played and coached soccer most of his life, enjoys all kinds of music, and is a frustrated fly fisherman. Most of all, he loves coaching his son's baseball team, even when it's clear he has no business doing so.

### Representative Cases/Matters

#### *Representative Mergers, Acquisitions and Other Sale Transactions*

- Representation of Alaskan Express Service, Inc. (and its affiliated entities) in connection with its acquisition by American Fast Freight
- Representation of Allegis Communications in connection with its acquisition by Veritext
- Representation of Applied Discovery in connection with its acquisition by Lexis/Nexis



- Representation of Apposite Technologies in connection with its acquisition by Ranch Creek Partners
- Representation of Austin Canoe & Kayak in connection with its acquisition by Summit Sports
- Representation of Ballard Commercial Industries in its sale to CDI Electronics
- Counsel to management team of butter LONDON in connection with corporate transactions
- Counsel to the founders of buuteeq in connection with acquisition by The Priceline Group, Inc.
- Representation of Chef'n Corporation in its sale to CID Capital
- Local counsel to Churchill Downs Incorporated in connection with its acquisition of Big Fish Games
- Counsel to management team of Classmates in connection with acquisition by United Online
- Special counsel to Daymon Worldwide in connection with an acquisition transaction
- Representation of Emergency Reporting in connection with a strategic investment by Polaris Growth Fund
- Special counsel to Evergreen Pacific Partners in connection with its acquisition of SafeWorks
- Representation of Granum Incorporated (dba Choice Organic Teas) in connection with its acquisition by Doh Cup Chai
- Representation of HealthUnity Corporation in connection with its acquisition by ZeOmega
- Representation of Joan Wellman and Associates in connection with its acquisition by Truven Health Analytics
- Representation of John F. Throne & Co. Insurance Marketing in connection with its acquisition by Alliant Insurance Services
- Representation of nura in connection with its acquisition by Omeros Corporation
- Local counsel to Perion in connection with its acquisition of Smilebox
- Representation of PlayNetwork in connection with its acquisition by Octave Music Group (fka TouchTunes Interactive Networks, Inc.) as well as in connection with various acquisitions
- Representation of Porch.com in connection with various acquisitions
- Representation of Precision Genome Engineering in connection with its acquisition by bluebird bio
- Local counsel to Rudolph Technologies in connection with its acquisition of Applied Precision
- Representation of Seattle Genetics in connection with various acquisitions
- Representation of Simpa Networks in connection with its acquisition by ENGIE
- Special counsel to Society Consulting in connection with its acquisition by Ernst & Young, LLP
- Representation of Talisma Corporation in connection with its acquisition by nGenera
- Representation of Third Defense in connection with its acquisition by Caliber Security Partners
- Counsel to Twisted Pair Solutions in connection with its acquisition by Motorola Solutions
- Special counsel to Vista Equity Partners in connection with its acquisition of Infoblox
- Representation of WatchGuard in connection with various acquisitions
- Representation of WRQ in connection with its acquisition by Francisco Partners, Golden Gate Capital, and Thoma Cressey Equity Partners



## ***Representative Financing Transactions***

- Representation of 1000Museums in connection with its convertible note and Series A-1 financings
- Representation of Accium BioSciences in connection with its Series A financing
- Representation of Athira Pharma in connection with its convertible note financing
- Representation of Booyami in connection with its Series B financing
- Representation of Canotic in connection with its Series Seed financing
- Representation of Comr.se in connection with its series seed and convertible note bridge financings
- Special counsel to Covance in connection with a financing transaction
- Special counsel to Eagleview Technology Corporation in connection with financing and acquisition transactions
- Special counsel to Edward Don & Company in connection with a financing transaction
- Special counsel to Evergreen Pacific Partners in connection with its investment in Span Alaska Transportation
- Representation of HealthUnity Corporation in connection with its Series A financing
- Representation of I.C.E. Services in connection with an investment transaction
- Special counsel to Infoblox in connection with a financing transaction
- Representation of ITegris in connection with its Series A financing
- Representation of Jones Soda in connection with its strategic financing
- Counsel to NeurallQ in connection with its financing transactions
- Representation of PlayNetwork in connection with multiple convertible note and preferred stock financings
- Representation of Rimidi in connection with its Series A and Series A-1 financings
- Representation of Simpa Networks in connection with its Series A, Series B, Series C and debt financings
- Representation of Twisted Pair Solutions in connection with its Series A and Series B financings
- Special counsel to U.S. Lumber Group in connection with financing and acquisition transactions

## ***Public Companies and Capital Markets***

- Counsel to Jones Soda in connection with its corporate and SEC reporting and compliance matters
- Counsel to BSQUARE Corporation in connection with its initial public offering, various acquisitions, and corporate and SEC reporting and compliance matters
- Representation of certain management of Apptio in connection with SEC reporting and compliance matters
- Counsel to Helix BioMedix in connection with its corporate and SEC reporting and compliance matters, “going private” transaction, debt and equity financings, and debt and warrant tender offer transaction
- Counsel to International Absorbents in connection with its corporate and SEC reporting and compliance matters and its acquisition by Kinderhook Industries
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Counsel to Nextel Partners in connection with its initial public offering, follow-on public offerings, numerous Rule 144A convertible debt and high-yield debt financings, and corporate and SEC reporting and compliance matters

#### **Publications & Speaking Engagements**

- Panelist, "Preparing for the Sale of Your Business"; Surf Incubator Startup Academy, September 2018
- Panelist, New Tech Northwest Mergers and Acquisitions Conferences, February and November 2018
- Guest lecturer, University of Washington – Economics 423: "Topics in Financial Economics" (Securities Regulation), April 2007
- Panelist, The Society for Small Business Development, University of Washington – Business/Corporate Lawyer Panel, February 2007
- Speaker, The Seminar Group, "Mergers and Acquisitions in Today's Market; Securities Law Issues," January 2002

#### **Honors**

- Named Seattle Lawyer of the Year for Business Organizations (including LLCs and Partnerships) in *The Best Lawyers in America* (2021)
- Recommended by *Chambers USA* as a 'Leader in their Field' (2018-2020) - Corporate/Commercial Law (Washington)
- Recognized in *The Best Lawyers in America: Business Organizations* (including LLCs and Partnerships); Corporate Law; Mergers and Acquisitions Law; Securities/Capital Markets Law; and Securities Regulation (2007-2020)
- Listed in Washington Super Lawyers (2003-2020)
- Named in "Seattle's Best Lawyers" by *Seattle Metropolitan* magazine
- Recognized as one of the leading lawyers in the Puget Sound region by *Seattle Business* (Corporate and Securities/Capital Markets)
- Washington's Top 10 Securities Lawyers by *Washington CEO* magazine

#### **Community Service**

- Advisory Board, University of Washington Meany Center for the Performing Arts
- Board Member, Seattle PONY Baseball League

#### **Education**

- University of California, Hastings College of the Law (J.D., *cum laude*, 1993)
- Stanford University (B.A., American studies, *cum laude*, 1988)

#### **Bar Admissions**

- Washington State



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**Clerkships**

- Honorable Richard L. Voorhees, Chief U.S. District Judge, Western District of North Carolina
- Honorable Diana Gribbon Motz, U.S. Circuit Judge, U.S. Court of Appeals for the Fourth Circuit