

**Stephen Cooke** is the chair of the Corporate practice in the Orange County office of Paul Hastings. Mr. Cooke concentrates his practice in securities and corporate law. His experience in all aspects of the capital formation process includes representing issuers in private placements and public offerings, representing venture capital firms, and representing underwriters in securities offerings.

Mr. Cooke represents NYSE, Nasdaq and OTC-traded companies with their periodic reporting requirements and listing qualification issues. He regularly advises boards of directors of public and private companies regarding corporate governance issues, including the Sarbanes-Oxley Act of 2002 and the Dodd-Frank Wall Street Reform and Consumer Protection Act. Mr. Cooke has substantial experience in mergers, acquisitions, and dispositions involving both public and private companies.

**Stephen D. Cooke**



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**Recent Representations**

- **The Greenbrier Companies** in two common stock offerings and one senior convertible note offering
- **UTi Worldwide, Inc.** in its initial U.S. public offering, two secondary offerings, the monetization of its largest shareholder, and four senior note private placements to institutional investors
- **Outdoor Channel Holdings, Inc.** in its public common stock offering
- **Hines Horticulture** in its Rule 144A notes offering
- **Kondaur Capital Corporation** in its 144A private placement of asset-backed notes

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**Accolades and Recognitions**

- Rated "AV" by Martindale Hubbell
- Designated as a Southern California Super Lawyer

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**Speaking Engagements and Publications**

- January 2013: National Investor Relations Institute Seminar; Securities Regulations 101; Santa Monica, CA
- January 2013: National Investor Relations Institute Seminar; Fundamentals of Investor Relations; Santa Monica, CA
- January 2013: LA Chapter of National Investor Relations Institute and LA Chapter of Society of Corporate Secretaries and Governance Professionals; Governance, Disclosure and Crisis, Oh My!; Santa Monica, CA
- September 2012: National Investor Relations Institute Seminar; Securities Regulations 101; Boston, MA
- June 2012: Orange County Public Company Forum Seminar; Chairperson, Capital Markets as the Election Looms; Costa Mesa, CA
- April 2012: National Investor Relations Institute Interactive Webinar; The Annual Meeting
- April 2012: National Investor Relations Institute; "Standards of Practice for Investor Relations Vol. III – Disclosure", co-author
- March 2012: PR University Interactive Webinar; How to Use Social Media PR

- in Regulated Industries: The Huge Promise and Frightening Pitfalls
- January 2012: National Investor Relations Institute Seminar; Fundamentals of Investor Relations; Santa Monica, CA
- December 2011: National Investor Relations Institute Seminar; Securities Regulations 101; New York, NY
- June 2011: Orange County Public Company Forum; Chairperson; Perspective on the Markets; Costa Mesa, CA
- February 2011: IR Update; “*Script for Trouble*”, co-author
- January 2011: National Investor Relations Institute Seminar; Fundamentals of Investor Relations; Santa Monica, CA
- November 2010: “Stay Current -- SEC Continues to Prosecute Regulation Fair Disclosure Violations”, co-author
- September 2010: Orange County Chapter of National Investor Relations Institute; To Tweet or Not To Tweet; Costa Mesa, CA
- June 2010: National Investor Relations Institute Annual Conference; IR @ Social Media: Securities Law Compliance in < 140 Characters; San Diego, CA
- March 2010: IR Update; “Processing the SEC’s New Director Qualification Proxy Disclosure Requirements”, co-author
- March 2010: Orange County Public Company Forum; Chairperson; The New Normal; Costa Mesa, CA
- January 2010: IR Update; “Planning for the 2010 Proxy Season and Beyond”, co-author
- January 2010: National Investor Relations Institute Webinar; Dissecting New Proxy Disclosure Enhancements
- January 2010: National Investor Relations Institute Webinar; Proxy Disclosure Compliance and a Greater Governance Role
- January 2010: National Investor Relations Institute Seminar; Fundamentals of Investor Relations; Santa Monica, CA
- December 2009: National Investor Relations Institute Senior Roundtable; IR Marketing and Outreach with Social Media; San Francisco, CA
- September 2009: Orange County Chapter of National Investor Relations Institute; Corporate Governance Update; Costa Mesa, CA
- March 2009: American Corporate Counsel Association; Update on Mergers and Acquisitions; Irvine and Torrance, CA

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### Professional and Community Involvement

- Served as the chairman of the Board and as general counsel for the Orange County Chapter of the American Red Cross

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### Education

- University of California at Los Angeles School of Law, J.D., 1985
- University of California Los Angeles, M.B.A., 1985
- University of California Davis, A.B., 1980