



## Stephen D Cooke

Partner, Corporate Department

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**Stephen Cooke** is a partner in the Securities and Capital Markets practice group of Paul Hastings and concentrates his practice in securities and corporate law. His experience in all aspects of the capital formation process includes issuer and underwriter representations in public offerings, private placements, venture capital financings and Rule 144 transactions. Mr. Cooke has substantial experience in mergers, acquisitions, joint ventures, business combinations and other transactions involving public and private companies.

Mr. Cooke represents NYSE, Nasdaq and OTC-traded companies. 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.

### Recent Representations

- Several Issuers in their initial public offerings and listings on NASDAQ
- NYSE Listed Issuer in two common stock offerings and two senior convertible note offerings
- NASDAQ Listed Issuer in two secondary offerings, the monetization of its largest shareholder, and four senior note private placements to institutional investors
- Public Company borrower in \$245 million senior credit facility
- Issuer in \$425 million private share repurchase
- Issuer in follow-on public offering
- Issuer in Rule 144A notes offerings
- Issuer in 144A private placement of asset-backed notes

### Accolades and Recognitions

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

### Speaking Engagements and Publications

### Orange County

T: 1(714) 668-6264

F: 1(714) 668-6364

### Practice Areas

Securities and Capital  
Markets

Mergers and Acquisitions

Emerging Growth Companies

Corporate

### Admissions

California Bar

### Education

UCLA School of Law, J.D.  
1985

University of California, Davis,  
A.B. 1980

University of California, Los  
Angeles, M.B.A. 1985

## Stephen D Cooke (Continued)

- January 2017: National Investor Relations Institute; Corporate Disclosures: Issues and Best Practices; Santa Monica, CA
- October 2016: UCI The Paul Merage School of Business; Audit Committee Summit 2016; Panelist; Newport Beach, CA
- June 2016: National Investor Relations Institute; Annual Conference: Key Corporate Governance and Regulatory Issues – And What You Need to Know to Keep Activism at Bay; San Diego, CA
- January 2016: National Investor Relations Institute; Corporate Disclosures: Issues and Best Practices; Santa Monica, CA
- January 2015: National Investor Relations Institute; Corporate Disclosures: Issues and Best Practices; Santa Monica, CA
- October 2014: UCI The Paul Merage School of Business; Audit Committee Summit 2014; Panelist; Newport Beach, CA
- March 2014: National Investor Relations Institute; “Standards of Practice for Investor Relations – Disclosure”, co-author
- January 2014: National Investor Relations Institute Seminar; Corporate Disclosures: Issues and Best Practices; Santa Monica, CA
- 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
- 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
- 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

## Stephen D Cooke (Continued)

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
- 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

### Professional and Community Involvement

- Adjunct Professor (lecturer), The Paul Merage School of Business, University of California Irvine (Board Governance)
- Adjunct Professor (lecturer), University of California Irvine School of Law (Business Principles for Lawyers)
- Served as the Chairman of the Board and general counsel for the Orange County Chapter of the American Red Cross
- Advisory Board Member, UC Irvine Audit Committee Summit

### 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

### News

**July 30, 2019**

The Greenbrier Companies Inc. Acquires Manufacturing Business of American

## Stephen D Cooke (Continued)

Railcar Industries

### **December 14, 2018**

Paul Hastings Advises GE Medical Systems Information Technologies, Inc. in  
NeoGenomics Secondary Offering

### **March 27, 2017**

Zhonghong Group Acquires Significant Stake in SeaWorld Entertainment

### **August 20, 2013**

Paul Hastings Represents Fox Factory Holdings in IPO on Nasdaq

### **December 22, 2010**

Paul Hastings Represents Greenbrier in Public Offering

## **Insights**

### **December 18, 2017**

SEC Issues Updated Disclosure Guidance for Forward-Looking Projections in  
the Context of Business Combinations

### **October 17, 2014**

IPOs in the JOBS Act Era 2014

### **November 23, 2010**

SEC Continues to Prosecute Regulation Fair Disclosure Violations