



capital markets & securities

We pride ourselves on being ahead of the curve in the capital markets arena. We communicate frequently with the staff of the Division of Corporation Finance of the SEC about new policy matters and the latest interpretive guidance to help our clients meet their SEC registration and financing objectives with the greatest possible speed and efficiency. We are known for adding value to our clients beyond legal services by proactively linking them with our extensive financial sector contacts to facilitate capital formation.

We specialize in representing emerging growth companies, underwriters and placement agents in:

- Underwritten public offerings (IPOs and follow-on offerings, including shelf registrations and shelf takedowns)
- Registered direct offerings
- At-the-market offerings
- Private placements (equity and convertible debt)
- Reverse mergers and self-filings coupled with financings
- Public offerings under SEC Regulation A, as soon to be amended and expanded
- Obtaining stock exchange listings for qualified issuers
- Negotiated transactions, tender offers, proxy contests, and related Hart-Scott-Rodino antitrust filings.

deals

- Represented EF Hutton, the underwriter on two Initial Public Offerings that are now trading on NASDAQ: Yoshiharu Global Co. (NASDAQ: YOSH) is a fast-growing restaurant operator specializing in Japanese ramen and Reborn Coffee, Inc. (NASDAQ: REBN) is focused on serving high quality, specialty-roasted coffee at retail locations, kiosks and cafes.

attorneys

Anthony A. Adler
Blake Baron
Anna Czege
Lessing E. Gold
Mark T. Hiraide
Anup Khatri
Gabriel Miranda
Nimish Patel
Alexandra Woods



- Represented the Benchmark Company, the sole book-running manager for a \$6.375 Million Initial Public Offering and NASDAQ listing with Heart Test Laboratories, Inc. (NASDAQ: HSCS; HSCSW), a medical technology company focused on applying innovative AI-based technology to an ECG (also known as an EKG) to expand and improve an ECG's clinical usefulness.
- Represented Greenwave Technology Solutions, Inc. (Nasdaq: GWAV), a leading operator of 11 metal recycling facilities in Virginia and North Carolina, in connection with its NASDAQ listing.
- Represented AmeriDrive Holdings, Inc., a (MaaS) Mobility as a Service company with one of the largest private subscription fleets in North America and a presence in multiple states, in entering into a joint venture with HyreCar, Inc., a national carsharing marketplace for ridesharing, food, and package delivery via its proprietary technology platform, and obtained a loan facility in the amount of \$100 Million from Credit Suisse.
- Represented Inpixon (Nasdaq: INPX), a leading indoor data company that delivers Indoor Intelligence™ solutions, in connection with its \$50 million registered direct offering of 53,198 shares of Series 8 convertible preferred stock and warrants to purchase up to an aggregate of 112,778,723 shares of common stock at a per share price of \$0.4717.
- Represented Vicinity Motor Corp (TSXV:VMC) (NASDAQ:VEV) (FRA:6LGA), a North American supplier of electric vehicles for both public and commercial enterprise use, in connection with its \$12 million registered direct offering of 4,444,445 common shares and warrants to purchase up to 4,444,445 common shares at a combined purchase price of \$2.70 per unit.
- Represented Peninsula Acquisition Corporation in closing an alternative public offering with Transphorm, Inc., a pioneer in the development and manufacturing of high reliability-high performance gallium nitride (GaN) semiconductors for power conversion, allowing Transphorm to raise \$21.5 million in a private placement financing in connection with a reverse merger.
- Represented Max-1 Acquisition Corporation in closing an alternative public offering with Exicure, Inc., a pioneer in developing three-dimensional Spherical Nucleic Acid (SNA™) constructs as gene regulatory and immunotherapeutic agents, allowing Exicure to raise \$20 million in a private placement financing in connection with a reverse merger.
- Represented Odyssey Semiconductor Technologies, Inc. in closing a share exchange with Odyssey Semiconductor, Inc., a semiconductor device company developing high-voltage power switching components and systems based on Gallium Nitride (GaN) processing technology, to raise approximately \$2.7 million in a private placement financing.
- Represented HyreCar, Inc., the carsharing marketplace for ridesharing and delivery, in its \$12.6 million underwritten IPO.
- Represented GI Dynamics, Inc., a medical device company that is developing EndoBarrier® for patients with type 2 diabetes and obesity, in its offering of up to \$10 million Series A Preferred Shares.



- Represented ClearSign Technologies Corporation (Nasdaq: CLIR), an emerging leader in industrial combustion and sensing technologies that improve energy, operational efficiency and safety while dramatically reducing emissions, in a \$5.175 million firm commitment underwritten offering the closing of 2,587,500 shares of its common stock at a public offering price of \$2.00 per share.
- Represented Inpixon (Nasdaq: INPX), a leading indoor data company that delivers Indoor Intelligence™ solutions, in connection with its \$150 million At-The-Market Public Offering.
- Private placement of common stock of VBI Vaccines Inc. (NASDAQ: VBIV), led by institutional investors RTW Investments, ARCH Venture Partners and Perceptive Advisors.
- Series A Preferred Stock financing of Reload Studios, Inc., a virtual reality entertainment developer based in Los Angeles, California. World Innovation Lab, a technology investment firm based in Silicon Valley and Tokyo, Japan, acted as lead investor.
- Issuer's counsel in private placement of equity-linked securities of Uni-Pixel, Inc. (NASDAQ: UNXL) to two institutional investors. Cowen and Company, LLC acted as sole placement agent for the financing. Uni-Pixel develops Performance Engineered Films™ for the touch screen, flexible printed electronics and display markets.
- Issuer's counsel in underwritten follow-on public offering of common stock of ClearSign Combustion Corporation (NASDAQ: CLIR), an emerging leader in combustion and emissions control technology for industrial, commercial and utility markets. MDB Capital Group, LLC acted as underwriter for the offering.
- Borrower's counsel to VBI Vaccines Inc. (NASDAQ: VBIV) in entering into a venture debt facility from Perceptive Advisors, LLC, a New York based life sciences fund with approximately \$1 billion under management. VBI Vaccines is a biopharmaceutical company developing novel technologies that seek to expand vaccine protection in large underserved markets.
- Borrower's counsel to Response Genetics, Inc. (NASDAQ: RGDY) in entering into a venture debt facility from SWK Funding LLC, a wholly-owned subsidiary of SWK Holdings Corporation. Response Genetics is a CLIA-certified clinical laboratory focused on the development and sale of molecular diagnostic testing services for cancer.
- Borrower's counsel to Viveve Medical, Inc. in entering into a venture debt facility with Square1 Bank. Viveve Medical is a life sciences company focused on women's health.
- Issuer's counsel to Sysorex Global Holdings Corp. (NASDAQ: SYRX) in connection with its initial public offering (IPO). Wellington Shields & Co., LLC and Dougherty & Company LLC acted as the co-managing underwriters in connection with the IPO.
- Issuer's counsel to ClearSign Combustion Corporation (NASDAQ: CLIR) in its registered direct public offering. Brean Capital, LLC acted as underwriter for the offering.



- Issuer's counsel to Ideal Power Inc. (NASDAQ: IPWR) in its initial public offering (IPO). MDB Capital Group LLC acted as the Managing Underwriter and Northland Capital Markets acted as the co-managing underwriter for the IPO.
- Issuer's counsel to Uni-Pixel, Inc. (NASDAQ: UNXL) in its underwritten public offering of common stock. Cowen and Company LLC acted as underwriter for the offering.
- Issuer's counsel to ClearSign Combustion Corporation (NASDAQ: CLIR) in its initial public offering of common stock. MDB Capital Group, LLC acted as underwriter for the offering.
- Handled initial public offering of more than \$75 million of common stock for a consumer finance company and subsequent public offering of an additional \$35 million of common stock.
- Represented London Stock Exchange listed company in \$300-million tender offer for all of the shares of a NASDAQ/NNM Corporation and subsequent "going private" merger.
- Represented NYSE listed company in public offering of \$148 million of additional common stock and the concurrent private placement of \$23 million of common stock to affiliates of the issuer.

headlines

Mark Hiraide joins Investor Choice Advocates Network (ICAN) as Senior Legal Director & Policy Counsel
April 16, 2025

Mark Hiraide Elected to the Los Angeles County Bar Association Board of Trustees
July 1, 2021

Mark Hiraide Elected as Chair of LACBA Business Law Section
June 4, 2020

Nimish Patel Featured by *Law.com* for Kilimanjaro Climb
Law.com (ALM Media Properties), September 25, 2019

MSK Client Stealth Monitoring Announces Equity Investment from Twin Point Capital
September 23, 2019

MSK Expands Bi-Coastal Corporate Practice
February 20, 2019

MSK Client Inpixon Closes Oversubscribed Rights Offering with Gross Proceeds of \$12M
January 16, 2019

Melanie Figueroa Named to *Crain's New York Business* List of 2019 "Notable Women in Law"
January 2019



Melanie Figueroa Featured by *Corporate Counsel*
December 4, 2018

MSK Clients Inpixon and Sysorex Announce Successful Completion of Spin-off
September 7, 2018

Melanie Figueroa Named to *Corporate Counsel* and *InsideCounsel's* list of "2018 National Women in Law"
August 13, 2018

MSK Represents HyreCar in Initial Public Offering
June 29, 2018

MSK Represents ClearSign Combustion Corporation in \$12.94M Public Offering
February 27, 2018

MSK Represents Client Inpixon in \$18M Public Offering
February 22, 2018

Mitchell Silberberg & Knupp Names Marc Jones Chair of Firm's Corporate Department
February 21, 2018

Melanie Figueroa Named to *Crain's New York Business* 2018 List of "Leading Women Lawyers in New York City"
December 18, 2017

HMNY Increases Stake in MoviePass™ Through Offering of \$100M in Convertible Notes
November 13, 2017

MSK Client Max-1 Acquisition Corporation Completes Reverse Merger with Exicure, Inc. & Raises \$20 Million
September 28, 2017

MSK Represents HMNY in MoviePass Deal
August 17, 2017

Melanie Figueroa Named to *The New York Law Journal's* List of 2017 Rising Stars
July 25, 2017

Cadiz Inc. Announces Strategic Transaction With Apollo Global Management to Finance Cadiz Water Project Construction
May 2, 2017

Helios and Matheson Analytics Sells Secured Convertible Notes Following Merger
December 13, 2016

MSK Client Cadiz Inc. Announces Pricing of Public Offering of Common Stock
December 6, 2016



VBI Vaccines Closes \$23.6 Million Financing
December 6, 2016

VBI Vaccines Announces Closing of \$13.6 Million Private Placement
June 21, 2016

Viveve Medical, Inc. Announces Closing of \$15.5 Million Initial Public Offering
June 20, 2016

Viveve Medical, Inc. Announces Closing of \$10 Million Senior Secured Term Loan with Bridge Bank
June 20, 2016

VBI Vaccines Inc. Completes Merger
May 9, 2016

Judge Says No to Securities Class Action
March 31, 2016

MSK Represents Viveve Medical in \$6 Million Private Placement
November 24, 2015

MSK Client VBI Vaccines Inc. Announces Merger Agreement
October 28, 2015

MSK and Richardson Patel Announce Merger
July 1, 2015

MSK Welcomes Richardson Patel Colleagues!
July 1, 2015

Frequently Asked Questions: MSK and Richardson Patel Merger
July 1, 2015

MSK Announces Closing of Merger and Initial NASDAQ Listing of Variation Biotechnologies
September 5, 2014

MSK Announces Closing of Financing for NASDAQ Client VBIV
September 4, 2014

MSK Announces Closing of Financing for NASDAQ Client RGDX
September 3, 2014

Sysorex Global Holdings Completes \$20M Initial Public Offering
April 2014



MSK Represents Ideal Power Inc. in IPO
December 5, 2013

news

Mark Hiraide Quoted in *Blockworks*
August 21, 2023

Mark Hiraide Featured in *Law360*
August 1, 2023

Mark Hiraide Quoted in *Blockworks*
August 1, 2023

Ann Calfas and Andrea Cataneo Mentioned in *Bloomberg Law's "Wake Up Call"*
Bloomberg Law, October 28, 2020

Andrea Cataneo Quoted in *Law360* on Preparing for a Recession
October 4, 2019

Arina Shulga Mentioned in *Bloomberg Law*
Bloomberg Law, February 22, 2019

Nimish Patel and Mark Hiraide Featured in Digital LA's ICO Summit Recap
March 28, 2018

Nimish Patel Quoted in *Reuters* on Cryptocurrency
March 21, 2018

Nimish Patel Quoted in *Brave New Coin* on Cryptocurrencies
March 13, 2018

David Gordon, Jean Nagues, John Durrant and Mark Hiraide Mentioned in *Law360*
June 27, 2016

Nimish Patel Quoted on *Equities.com* on Reg A+ and Equity Crowdfunding
May 26, 2016

Mitchell, Silberberg & Knupp^{*} Represents Viveve Medical in \$12 Million Private Placement
June 2015



publications

IPO, De-SPAC or Reverse Merger

Who Wins, and Why?

Planet MicroCap Review, March 31, 2023

Blockchain: Here's What You Need To Know...

The Biederman Blog, December 17, 2018

Checkbook IRAs And Digital Assets: A Bet Against The House

Law360, June 21, 2018

BankThink Cryptocurrency markets are a blur. SEC can do something about it

American Banker, March 21, 2018

MSK Comment Letter on NASDAQ 20% Rule (Rule 5635)

February 15, 2016

alerts

House Passes INVEST Act of 2025

MSK Client Alert, December 12, 2025

Big Apple, Small Business

MSK Client Alert, March 19, 2020

Shareholder Distancing

MSK Client Alert, March 19, 2020

SEC Proposes Rule Changes That Will Enable Entrepreneurs to Raise More Capital at Lower Costs

MSK Client Alert, March 6, 2020

SEC Commissioner Hester Peirce's Provocative Crypto Proposal

MSK Client Alert, February 11, 2020

Test the Waters, but Don't Make Waves

MSK Client Alert, October 14, 2019

SEC Issues First Cryptocurrency No-Action Letter – Where's the Action?

MSK Client Alert, April 8, 2019

Fast Act Update: SEC Adopts Amendments to Modernize and Simplify Public Disclosure

MSK Client Alert, March 25, 2019



New Federal Act Amending Dodd-Frank Also Seeks to Help Startups
MSK Client Alert, June 2018

Premerger Notifications and Interlocking Directorates: FTC Increases Thresholds
MSK Client Alert, February 1, 2018

Modernizing and Simplifying Disclosure with the FAST Act Mandate
MSK Client Alert, October 17, 2017

Effects of the Shortened T+2 Settlement Cycle
MSK Client Alert, September 13, 2017

Nasdaq's Change of Control Rule – Does It Apply in a Public Offering?
MSK Client Alert, August 1, 2017

Changes From the SEC: Confidentiality is Key
MSK Client Alert, July 10, 2017

SEC Says "Smaller is Bigger"
July 5, 2016

SEC Proposes Rules to Broaden Executive Compensation "Clawback" Policies Required by Dodd-Frank
MSK Client Alert, September 2015

events & speaking engagements

Impact of Ongoing SEC Crypto Legislation on Governance of Involved Microcap Companies
February 1, 2024

Equity Crowdfunding Strategies and Techniques
June 10, 2020

Startup Formation 101: The Key to Early Stage Success
February 26, 2020

eSports: Navigating the One of the World's Fastest-Growing Industries
December 9, 2019

Santa Barbara Blockchain Summit
November 23, 2019

Crowdfunding and the Law: A Guide to a Successful Crowdfunding Campaign
November 14, 2019



Opportunity Zones & Securities

November 14, 2019

Digital Innovation Conference: Platform Strategy

September 27, 2019

Rise of the Machines: Avoiding the Legal Pitfalls of App Development

September 26, 2019

Successful Capital Raising for Startups

May 23, 2019

Finders and Unregistered Broker-Dealers: Understanding the Risks and Recent Developments

May 15, 2019

Equity Crowdfunding for Entrepreneurs

May 3, 2019

Capital Raising Through Digital Token Offerings

April 18, 2019

Movin' On Up: Navigating the Do's, Dont's and How To's of an Exchange Uplisting

April 1, 2019

Lawyering for the Cannabis Industry

February 28, 2019

Blockchain and the Law

February 2019

Alternative Financing: Reg A+ 2.0

December 4, 2018

Initial Coin Offering (LACBA)

April 25, 2018

ICO Summit

March 27, 2018

Finding Your Next Great Employee: The Importance of Succession Planning!

March 13, 2018

SBEC Access to Capital 2017

November 8, 2017



Raising Capital for Small and Medium-Sized Businesses
October 20, 2017

Access to Capital Forum & Fast Pitch Competition
September 7, 2017

Capital Formation and SEC Rulemaking
June 21, 2017

Coming Changes From the SEC and How They Affect Investors and Issuers; What Companies Need to Know Before Doing a Transaction
June 5, 2017

Reg A+ vs the RTO
December 6, 2016

Shaking Up Wall Street: Redefining Securities Distribution Through Crowdfinance
November 11, 2016

Closing the Big Deal, *Fourth Annual Leadership Conference: Making Things Happen, Getting Things Done*
March 2016

MSK Hot Topic on Capital Formation with Featured Speaker Rep. Sean Duffy (R-WI)
December 15, 2015

Up-Listing
December 1, 2015

Follow the Money: RMR, Valuations & Lending
October 28, 2015

Startup Funding: IPOs, Angel and Venture Capital Financing
September 11, 2015