

Marcus J. Williams

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Shareholder

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Areas of Practice & Industry Specialties

Corporate Law; Mergers and Acquisitions; Financial Institutions Law;
Financial Services Regulatory; Aviation Industry Law; Health Care/Life
Sciences

Marc Williams is a shareholder in Buchalter's Corporate Practice Group, practicing in the firm's Los Angeles, Seattle and Portland offices, where he advises companies and investors in securities matters, mergers and acquisitions, and general corporate counseling. Marc's engagements have run the spectrum from serving as special counsel to the audit committee of one of the world's best-known consumer products companies, to public offerings and related reporting engagements, to counseling successful family businesses and their owners. Marc has represented issuers in public offerings as large as \$600 million and in private placements of more than \$1 billion. The total value of Marc's M&A engagements is rapidly approaching \$10 billion.

Representative capital markets transactions include a \$480 million subordinated note offering by JELD-Wen and initial public offerings including Clearwire Corporation (\$600 million) and HomeStreet, Inc. (\$100 million), as well as representing the Alaska Permanent Fund Corporation in the \$1.2 billion IPO of American Homes 4 Rent. Marc's M&A experience includes the \$900 million sale of assets from an investment fund operated by APFC; more than 20 community bank mergers; representation of a family shareholder group in promoting the recently completed \$850 million sale of Altabancorp to Glacier Bancorp; a 10-year activism defense leading to the auction and \$660 million sale of Pope Resources, a 160-year-old timberland owner and manager; and numerous auction processes leading to sales of both public and private companies.

Marc's practice focuses primarily on public and mature private companies, and he has a particular expertise in banking and other financial businesses, such as registered investment advisers. He also has completed numerous corporate transactions in the manufacturing, aviation, energy/natural resources, technology, and hospitality sectors.

Marc has extensive experience advising both investors and targets in shareholder activism campaigns and unsolicited takeover proposals, including a recently completed acquisition of a publicly traded bank holding company resulting from public pressure mounted by Marc's client, a large family group owning more than 30% of the company's stock, as well as the successful defenses of campaigns against Pope Resources, McCormick & Schmick's, Willamette Community Bank and BEO Bancorp. Marc has also represented issuers and merger constituents in "fairness hearings" and related securities matters before the California Department of Financial Protection and Innovation and the Oregon Division of Financial Regulation.

Marc lives with his wife and their five children near Los Angeles, where Marc is active in a variety of charitable organizations.

Mr. Williams has been named as one of "America's Leading Lawyers for Business" in Corporate/Commercial (Washington) by Chambers USA from 2010-2019. He has been listed in *Best Lawyers in America* in Securities Law by Woodward/White since 2013 and has an AV Rating® from

Martindale-Hubbell®. He was also a recipient of the Willard J. Wright Award for Outstanding Community Service at Davis Wright Tremaine LLP in 2010.

Professional Activities

- Member, Pasadena Angels, since 2021
- Advisory Board, Los Angeles Sports and Entertainment Commission, 2017-2020
- Member Securities Committee and Legislative Committee, Washington State Bar Association, 2005-2012

Community Activities

- Board of Directors, Holy Family College Preparatory School, Glendale, CA, since 2018
- Board of Directors, 2013-2018; Chair, 2016-2017 – Mary's Path, Santa Ana, CA
- Board of Directors, Family Services of King County, 2003-2006
- Member of St. Bede the Venerable Catholic Church in La Cañada, CA

Representative Matters

- Represent American Vanguard Corporation (NYSE:AVD) in contested election of directors and stockholder opposition to board proposal
- Represent founding stockholder group in connection with campaign to influence improvements in governance and strategy of Heartland Financial USA, Inc. (NasdaqGSM:HTLF)
- Represent trustees of charitable trust owning California bank and trust company in corporate governance, strategy, and related matters
- Represent ESOP-owned manufacturing company in corporate, securities and general commercial matters.
- Represent numerous community banks and bank holding companies in corporate, securities and bank regulatory matters.
- Represent Forterra, a Seattle-based nonprofit whose mission is securing a sustainable future for the Pacific Northwest, in forming three social impact investment funds and related strategic matters. These endeavors are focused on securing properties for conservation, community space, affordable housing, and small businesses as the Puget Sound Region and Western Washington come under increasing development pressures.
- Represented family shareholder group owning approximately 31% of the common stock of a publicly traded bank holding company in a campaign that led to the \$850 million sale of Altabancorp to Glacier Bancorp.
- Represented H5, an industry leader in eDiscovery and intelligent data management, in its auction and sale to Lighthouse Technologies.
- Represented Pope Resources (Nasdaq: POPE), a Poulsbo, Washington-based timber and real estate development company, in its activism defense and its \$660 million acquisition by Rayonier, Inc.
- Represented a subsidiary of S7 Airlines in its acquisition of the assets of Epic Aircraft Corporation.
- Represented a family owned, multi-generational Los Angeles-based wholesale distributor in connection with shareholder activism campaign and resulting auction and sale processes.
- Represented a large multinational automobile and equipment manufacturer in strategic investment in business-to-business software development and engineering company operating in the automotive telematics industry.
- Represented E.K. Riley & Company, a Seattle-based investment advisory firm, in sale to LPL Financial, Inc., and in related corporate and shareholder matters.
- Represented China-based aerospace manufacturer in joint venture with and investment in Seattle-based air freighter conversion company.

- Represented Willamette Community Bank, an Oregon-chartered stock bank, in activism defense and merger with People's Bank of Commerce.
- Represented Coldstream Holdings, Inc., in multiple acquisitions of investment advisors, insurance brokers and related transactions.
- Represented nationally recognized television production company in structuring investment entity to receive and hold securities issued by reality television show participants and allocating interests among celebrity "mentors." Engagement included structuring and forming investment entity and related management company, structuring and issuing equity interests to celebrity participants, and structuring equity securities to be issued by production participants.
- Represented Willamette Valley Vineyards (Nasdaq: WVVI) in multiple registered public offerings of preferred stock.
- Represented HomeStreet, Inc. (Nasdaq: HMST), in its \$124 million acquisition of Simplicity Bancorp.
- Represented HomeStreet in its simultaneous acquisitions of Fortune Bank, YNB Financial Corporation and Yakima National Bank.
- Represented HomeStreet in its \$54 million acquisition of Orange County Business Bank.
- Represented Edison Energy, the principal non-regulated subsidiary of Edison International (NYSE: EIX) in its simultaneous acquisition of three alternative-energy companies.
- Represented Edison Energy in its minority investment in an energy management technology company.
- Represented the Alaska Permanent Fund Corporation in its contribution of \$904 million in real estate assets to American Homes 4 Rent a newly formed REIT, and in the subsequent \$1.6 billion initial public offering of American Homes 4 Rent (NYSE: AMH).
- Represented Williams Controls, Inc. (Nasdaq: WMCO), a global manufacturer of electronic engine and throttle controls serving the heavy truck and heavy equipment industry, in its auction and \$125 million sale to Curtiss-Wright Corporation.
- Represented HomeStreet, Inc. in its \$100 million initial public offering.
- Represented Anatec International, Inc., a testing and engineering services company in the nuclear power industry, in its auction and sale to Curtiss-Wright Corporation.
- Issuer's counsel in the \$480 million Rule 144A offering of JELD-WEN's senior secured notes, as a part of JELD-WEN's \$1.2 billion debt refinancing.
- Represented McCormick & Schmick's Seafood Restaurants (Nasdaq: MSSR) in defense of unsolicited tender offer by Landry's Restaurants, Inc., and in its auction and \$131 million merger with Landry's Restaurants, Inc.
- Response to Bank of Eastern Oregon's unsolicited merger proposal by Community Bancshares, Inc.
- Represented Semitool, Inc. (Nasdaq: SMTL), in its auction and \$364 million tender offer and merger with Applied Materials, Inc.
- Represented IMPCO Technologies, Inc. (Nasdaq: IMCO) in mezzanine financing, multiple public stock offerings, general corporate and securities matters, and its \$400 million acquisition by BRC, S.r.l.
- Represented Oregon-based precision manufacturer of medical device components in its auction and resulting \$109 million sale of 100 percent of its equity to The Riverside Co., a private equity firm.
- Represented Australia and New Zealand Banking Group, Ltd., in its acquisition of Citizens Bank of Guam.
- Represented Winter Sports, Inc. (Nasdaq: WSKI) in reverse stock split and going-private transaction and in general corporate and securities reporting and compliance matters.
- Represented Clearwire (Nasdaq: CLWR) in its \$600 million initial public offering.
- Represented Clearwire in connection with its \$900 million strategic financing by Google, Motorola and Sprint.

Publications

- Force Majeure and COVID-19, *Buchalter Client Alert*, March 25, 2020

Education

Marc earned his J.D., *cum laude*, from Southern Methodist University, Dedman School of Law in 1997 and his B.S. in Political Science from Auburn University in 1988. Marc is also former United States Marine and Naval Flight Officer, as well as an FAA-licensed airline transport pilot with ratings in single and multi-engine airplanes, single-engine seaplanes, and gliders.

Bar Admissions

- California
- Oregon
- Washington