

The Sheppard Mullin Israel Team is comprised of attorneys with expertise in business transactions, mergers and acquisitions, securities, corporate, and fund formation matters across various arenas such as high tech and life sciences, as well as litigation, regulatory, tax, competition, intellectual property, labor, and other specialty matters. The Team delivers highly effective representation for U.S. and Israel-based companies, venture funds, and other investors with cross-border interests. Clients include Israeli companies conducting business in the U.S., U.S. companies conducting business in Israel, as well as other multinational conglomerates, investment funds, financial institutions, and individuals based throughout the world. With several Hebrew-speaking attorneys, the Team is dedicated to strengthening the ties between the Israeli and U.S. business communities.

Our services include:

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#### **Inbound and Outbound Investments**

Sheppard Mullin represents clients seeking to do business or managing significant holdings in the U.S. We recognize that these clients' requirements are different, and our attorneys are particularly sensitive to those needs. We advise on a wide variety of issues, such as:

- Acquisitions and dispositions
- Domestic and offshore investment structures
- Operating U.S. businesses, branches, subsidiaries, and properties
- Antitrust approvals and filings
- Cross-border financing, licensing, distribution agreements, strategic alliances, and joint ventures
- Litigation, arbitration, and dispute resolution

We also advise both domestic and international clients and corporate financiers investing outside of the U.S. on international tax planning and structuring concerning foreign investments. This advice has included choice of entity, income tax treaties, foreign withholding tax, and tax credits, as well as capital gains and ordinary income tax treatments.

#### **Cross-Border M&A**

Sheppard Mullin represents clients in cross-border mergers and acquisitions and investment transactions. We have experience representing both domestic and foreign clients in connection with a variety of cross-border structures, including:

- Acquisitions and divestitures of U.S. businesses by foreign clients or their U.S. subsidiaries
- Acquisitions and divestitures by U.S. clients of foreign companies, whether directly or through foreign subsidiaries

- Controlling and non-controlling investments by foreign clients or their U.S. subsidiaries in U.S. businesses
- International investment transactions by U.S. based clients
- Joint ventures between U.S. and foreign companies, both on and offshore

We combine our firm-wide experience in negotiated, unsolicited, public and private acquisitions, private equity, venture capital investments, and joint ventures with an understanding of the special issues involved in cross-border transactions.

## **Joint Ventures and Strategic Alliances**

One of the primary strategies for foreign businesses to enter the U.S. market and for U.S. businesses to enter foreign markets is through joint ventures or other forms of alliance. Sheppard Mullin advises on the host of cross-border partnering, joint venture and alliance configurations. We have advised on the array of legal issues and challenges, including:

- Identifying and working with local counsel, accountants, and advisors
- Conducting due diligence on prospective partners
- New entity formation (foreign or domestic)
- Investment structures
- Liability protection, exit, and termination strategies
- Intellectual property registration and protection
- Technology licensing
- Risk sharing, manufacturing, marketing, and R&D agreements
- Customs and other import controls
- U.S. tax planning for U.S. and foreign partners
- Choice of law and dispute resolution venues

We have also advised on matters subject to the Foreign Corrupt Practices Act, Antiboycott Act and other U.S. controls on doing business in certain foreign countries.

## **Tax, Estate Planning, and Immigration**

An intercontinental family with members scattered throughout the world, a foreign executive contemplating a transfer to the U.S., and a foreign investor with assets in the U.S. must be mindful of how their holdings are structured. Prudent estate and tax planning will result in significant tax savings for several generations. Sheppard Mullin counsels multinational clients on pre-immigration tax matters and multi-jurisdictional estate planning, including:

- Domestic estate planning following immigration
- Formation of offshore companies and other vehicles to hold U.S. assets
- Analysis of visa alternatives from a tax perspective
- Development of pre-immigration gifting strategies

- Preparation of foreign generation skipping, dynasty, and other trusts
- Advice on U.S. reporting obligations regarding foreign accounts, trusts, and transfers of funds
- Analysis of income and estate tax treaties to minimize overall or double taxation

Sheppard Mullin also has significant expertise in employment-based immigration law. Our advice spans the naturalization process through the relinquishment of citizenship. We advise on the:

- Application for various non-immigrant visas for employment of foreign nationals in the U.S.
- Applications for permanent resident status (“green cards”)
- Labor certifications
- Administrative matters before the Immigration and Naturalization Service, U.S. State Department and Department of Justice

Our attorneys also advise on compliance with the Immigration Reform and Control Act, verification procedures, INS or Department of Labor investigations, fine procedures and related litigation. We assist with temporary work visas and permanent residence matters, as well as advise on I-9 compliance and record keeping and government audits and hearings and appeals before the federal court, the Board of Immigration Appeals, and the Board of Alien Labor Certification Appeals.

## **Intellectual Property**

Sheppard Mullin advises domestic and international clients on patents, trademarks, copyrights, trade secrets and false advertising, as well as creating the optimal structuring for transactions and negotiations involving such property. We routinely secure and enforce intellectual property both domestically and abroad. Our attorneys assist clients with the practical concerns related to e-commerce and data retention, as well as provide cutting edge counsel in antitrust, unfair competition, counterfeiting, grey marketing, and product diversion.

We regularly assist with technology transfers, including assignments, licensing and joint ventures, as well as protect proprietary information to avoid loss through employee departures, industrial espionage or other means. We have proven expertise in representing clients in trials and appeals in the federal and state courts, in arbitrations, and in adversarial proceedings before the U.S. Patent and Trademark Office, the Federal Trade Commission, and other tribunals and in industry investigations such as those before the National Advertising Division of the Council of Better Business Bureaus, Inc.

## **Dispute Resolution and Litigation**

Sheppard Mullin is involved in virtually all aspects of commercial litigation, including antitrust, financial services, construction, communications and media, insurance, intellectual property, product and professional liability, real estate, securities, white collar, healthcare, technology, manufacturing and aerospace, to name only a few. It is no surprise that clients from around the world turn to Sheppard Mullin for superior and effective litigation expertise. At the same time, our lawyers recognize and promote the use of mediation and other dispute resolution mechanisms as alternatives that can afford substantial savings where appropriate. Our international litigation practice includes:

- Patriot Act Compliance and enforcement
- Foreign Corrupt Practices Act issues
- Enforcement of foreign judicial or arbitral awards in the U.S.
- Enforcement of U.S. judicial or arbitral awards abroad
- Inbound and outbound customs issues
- International arbitration of private disputes
- International arbitration of government contracts
- Personal jurisdiction and procedural issues

Sheppard Mullin attorneys are known for exceptional advocacy, trial and appellate skills, in-depth knowledge of state and federal courts at all levels, and practical business judgment, all of which contribute to our consistent delivery of solid, cost-efficient results

## **Antitrust and Competition**

With a diverse clientele ranging from multinational corporations to starts-ups seeking to engage in joint ventures, strategic alliances or to create new markets through mergers and acquisitions, Sheppard Mullin advises on a variety of antitrust matters, including:

- Civil and criminal antitrust and trade regulation
- Proceedings before the WTO
- Consumer protection and unfair competition
- Antitrust enforcement and international trade regulation

## **Clients**

- Apax Israel
- Beyond Security
- Conduit
- CUPP Computing
- 888 Holdings
- Fortress Communications
- Israel Discount Bank of New York
- Netafim
- Perion Network
- SanDisk IL
- Spacecom
- Syneron Medical
- Teva Pharmaceutical Industries

- Traffilog
- U.C. Laser
- Verbmodels
- Xsight Systems