



## → Eugene Choi

### Associate

650 Town Center Drive  
Tenth Floor  
Costa Mesa, CA 92626

T: +1.714.424.2834

F: +1.714.428.5946

echoi@sheppardmullin.com

Eugene Choi is a corporate attorney sitting in the firm's Orange County office.

### Areas of Practice

Eugene advises public companies, financial institutions, private equity sponsors and closely held businesses in a broad range of legal matters, ranging from transformational transactions to serving as outside in-house counsel assisting with day-to-day corporate and commercial matters. Eugene has experience with public and private company mergers and acquisitions, capital markets transactions, venture financing, business formation and structuring, and joint ventures. He also advises companies on a wide range of securities and corporate governance matters, including SEC reporting, proxy and stockholder meeting matters, fiduciary duties, corporate and alternative entity law compliance, and compliance with NYSE and NASDAQ governance requirements.

Before joining Sheppard Mullin, Eugene served as a law clerk to the Honorable Karen L. Valihura of the Delaware Supreme Court. He is a graduate of UCLA and UC Berkeley Law School, and is a Chartered Alternative Investment Analyst charterholder.

### Experience

#### *Merger and Acquisitions*

- California BanCorp in its merger of equals with Southern California Bancorp (pending regulatory approval).
- Santa Monica Amusements, LLC, the operating group to the Pacific Park on the Santa Monica Pier, in its sale to SC Holdings.
- Daou Vineyards in its sale to Treasury Wine Estates.
- A private equity fund in several add-on acquisitions to its aerospace repair portfolio company.
- OpenGate Capital in the sale of its specialty chemical manufacturing portfolio company to the Samyang Group.
- First Foundation Inc. in its merger with TGR Financial.
- A specialty finance business in its sale to a publicly traded financial institution.
- Pacific Mercantile Bancorp in its merger with and into Banc of California.
- A private equity fund in several add-on acquisitions to its portfolio company in the HVAC installation, maintenance and repair industry.

- TriCo Bancshares in its merger with Valley Republic Bancorp.
- Suncrest Bank in its merger with and into CVB Financial Corp.
- Pacific Enterprise Bancorp in its merger with and into BayCom Corp.
- Bank of Santa Clarita in its merger with and into Bank of Southern California.
- A publicly traded diversified holding company in several add-on and buyout transactions to its foam packaging portfolio company.
- The Innovation Institute in various divestitures and add-on and roll-up acquisitions.

## *Other Matters*

- RadNet, Inc. in a public offering of its common stock.
- Various financial institutions and underwriters/placement agents in subordinated debt offerings.
- A healthcare technology company in its reorganization, recapitalization and equity raise.
- A pharmaceutical startup in an early stage financing round.
- Southern California Bancorp with its direct listing and listing on NASDAQ.
- A community bank in its bank holding company reorganization.

## Articles

- How Activision Ruling Favors M&A Formalities Over Practice  
*Law360*, 03.25.2024
- Protecting Privilege In Case Of A Dispute With Former Director  
*Law360*, April 14, 2023
- Market Trends 2021/22: Earn-Outs in Public-Private Deals  
*Lexis Nexis Practical Guidance*, 08.22.2022
- Key Lessons in Drafting Earnout Provisions from Recent Developments in Delaware Case Law  
*Lexis Nexis Practical Guidance*, 08.16.2022
- Delaware Supreme Court Affirms the Use of Stockholders Agreements to Waive Appraisal Rights  
*Practical Guidance*, October 11, 2021

## Corporate & Securities Law Blog Posts

- "Delaware Court of Chancery Puts Practitioners on Notice Regarding Voting Formalities Around Merger Agreements," March 5, 2024
- "The Delaware Court of Chancery Confirms that Duty of Oversight Claims Against Corporate Officers Are Subject to the Same High Pleading Standards Applicable to Duty of Oversight Claims Against Corporate Directors," December 27, 2023
- "Delaware Court of Chancery Clarifies Heightened Standard for Recovery of Attorneys' Fees in Disclosure-Based Deal Litigation," July 17, 2023
- "Protecting Privilege in Case of a Dispute with Former Director," April 17, 2023

- "Delaware Court of Chancery Holds that Officers of a Delaware Corporation Are Subject to Fiduciary Duty of Oversight," February 7, 2023
- "Delaware Supreme Court Holds Novel Pre-Closing Dividend Transaction Structure Does Not Thwart Appraisal Remedy," August 12, 2022
- "Delaware Supreme Court Shines Spotlight on Boilerplate Purchase Agreement Provisions," December 29, 2021
- "Delaware Supreme Court Adopts New Three-Prong Test for Demand Futility," October 11, 2021
- "Delaware Supreme Court Affirms the Use of Stockholders Agreements to Waive Appraisal Rights," September 28, 2021
- "Delaware Court of Chancery Decision Provides Guidance on M&A Earnouts," June 16, 2021

## Practices

Corporate

Mergers and Acquisitions

Capital Markets

Public Company Corporate Governance and Compliance

Private Equity

## Industries

Financial Services

Private Equity

Emerging Company & Venture Capital

Healthcare

## Education

J.D., University of California, Berkeley, 2017, Co-Editor-in-Chief, *Berkeley Business Law Journal*

B.A. University of California, Los Angeles, 2014

CAIA Charterholder

CFA Level 1

## Clerkships

Law Clerk to the Honorable Justice Karen L. Valihura of the Delaware Supreme Court

## Admissions

California

Delaware

New York