



## → John D. Tishler

**Partner**

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### Chinese Version

Mr. Tishler practices corporate and securities law as a partner at Sheppard, Mullin, Richter & Hampton, LLP, a global law firm with offices throughout the U.S. and in Shanghai, Beijing, Seoul, London & Brussels. At Sheppard Mullin, Mr. Tishler is Co-Team Leader of the Public Company and the Corporate Governance and Compliance groups and Team Leader of the EB-5 Project Finance Team.

### Areas of Practice

Mr. Tishler's practice encompasses domestic and international capital markets, corporate finance, corporate governance, business transactions, mergers and acquisitions and technology. For more than 20 years, Mr. Tishler has assisted clients in the design and execution of successful investment programs. He regularly represents developers, regional centers and other intermediaries for their EB-5 programs. Mr. Tishler is recognized as a leading EB-5 securities and project finance attorney and is a frequent writer and speaker on EB-5 project finance and other corporate and securities topics. Mr. Tishler has consistently been recognized as a Top EB-5 transactional attorney by EB-5 Investors magazine, most recently in 2016. He serves on the Best Practices Committee of Invest in the USA (IIUSA). He is also co-editor and co-author of *The EB-5 Handbook: A Guide for Investors and Developers* (2014).

### Honors

San Diego Advisor of the Year, 2016

Top 25 Attorney , EB5Investors.com, 2013, 2014, 2015

Top Corporate Lawyer, *San Diego Magazine*, 2014, 2015

San Diego Super Lawyer, 2015

Southern California Super Lawyer, 2010-2017

Top Attorney 2006, 2008, 2009, 2010, 2011, and 2012, Corporate Transactional, *San Diego Daily Transcript*

### Experience

#### Representative Engagements

Represented affiliate of HomeFed Corporation in \$125 million EB-5 offering

Represented TechFlow, Inc. in connection with purchase by an ESOP

Represented Audit Committee of Marvell Technology Group, Ltd. in connection with investigation into certain accounting matters

Represented Crescent SCNOLA EB-5 Investor Fund in successful EB-5 offering for the historic Troubadour Hotel in New Orleans

Represented LendingTree, Inc. in \$112 million secondary public offering of stock.

Represented Summit Mountain Holding Group in \$120 million EB-5 offering for Powder Mountain

Represented Shea Family Care in sale of nine skilled nursing and assisted living operations to The Ensign Group

Represented JMI Realty in successful EB-5 financing of the Kimpton Hotel Van Zandt in Austin, Texas

Represented ZMC Hotels in sale of 29 limited service hotels to Hall Equities Group

Represented Kratos Defense & Security Solutions, Inc. (NASDAQ:KTOS) on \$625 million high-yield debt offering

Represented utility-scale alternative energy projects for EB-5 financing

Represented BACTES Imaging Solutions and related companies in sale to Sharecare, Inc.

Represents Websense, Inc. for corporate matters

Represented Tree.com (NASDAQ:TREE) in sale of Home Loan Center to affiliate of Discover Financial Services

Represented Sagient Research Systems in sale to Informa Business Information

Represented CACI International Inc (NYSE:CACI) in acquisition of Paradigm Solutions, Inc.

Represented Rizvi Traverse Management for going private of Playboy Enterprises, Inc.

Represented Northrop Grumman Corporation in \$1.5 billion registered debt offering

Represented Northrop Grumman Corporation in \$1.9 billion tender offer of outstanding debt

Represents Tree.com (NASDAQ:TREE) for corporate governance and public reporting

Represents Lenovo for corporate governance and Level 1 ADR program

Represented Northrop Grumman Corporation for corporate governance and public reporting

Represented Lenovo on sale of interest in AsialInfo

Represented Overland Storage, Inc. in secondary public offering

Represented Northrop Grumman Corporation in \$850 Million registered debt offering

Represented Carolina Precision Plastics L.L.C. in purchase of ATP Plastics

Represented Special Committee of Pomeroy IT Solutions in going private transaction

Represented SiliconSystems, Inc. in sale to Western Digital Corporation

Represented ZMC Hotels in restructure and refinance of debt

  

Represented Xerox Corporation for exchange of employee equity for PARC subsidiary

Represented RF Magic, Inc. in merger with Entropic Communications, Inc.

Represented SiliconSystems, Inc. in Series C Preferred Stock Financing by Samsung Ventures

Represented Carolina Precision Plastics, L.L.C., in acquisition of Augros, Inc.

Represented SpaceDev, Inc. in \$34 million acquisition of Starsys, Inc.

Represented Axesstel, Inc. in \$38 million secondary public offering

Represented SiliconSystems, Inc. in Series B Preferred Stock Financing by Rustic Canyon Partners, Shepherd Ventures and Miramar Venture Partners

Represented GE Capital in venture investments in life sciences companies

Represented Interplan Corporation in acquisition by Schroder Ventures and Pouschine Cook

## Articles

- Using EB-5 Capital in the Capital Stack for New Hotel Developments, *National Real Estate Investor*, March 4, 2015
- Small Ventures Struggle for EB-5 Investment, *Daily Journal*, September 13, 2013
- JOBS Act Eases IPOs, *The Recorder*, February 7, 2013
- Revised Section 500 of the California Corporations Code: Easing Restrictions on Distributions, *California Business Law Practitioner*, December 2012
- The March Toward Reform For Emerging Growth Cos., *Law360*, March 21, 2012
- Poison Pills With A Twist, *The Recorder*, January 10, 2011
- A Guide to Poison Pills, *The Recorder*, December 31, 2010
- SEC Action under Regulation FD for Implicit Communications, *Insights, Volume 24, Number 12*, December 2010
- The Return of the Poison Pill - Lessons Learned in 2010 from the Selectica and Barnes & Noble Cases, *Insights, Volume 24, Number 12*, December 2010
- SEC Enforcement Action Under Regulation FD for Implicit Communications to Selected Analysts, *Corporate Board Member*, November 24, 2010
- Proxy Access Rules Create M&A Uncertainty, *Mergers & Acquisitions*, October 1, 2010
- Getting Active, *The Deal*, September 30, 2010
- Proxy Access' Effect on Management, *The Recorder*, September 20, 2010
- The Nuts and Bolts of Proxy Access: A Guide to the SEC's New Regulations on Board Member Nominations, *The Recorder*, September 13, 2010
- Use of Credit Ratings Information After Passage of Dodd-Frank Act, *San Francisco Daily Journal*, August 23, 2010
- Using Credit Ratings in Public Debt Offerings, *Law360*, August 19, 2010

## Books

- "The EB-5 Handbook: A Guide for Investors and Developers" (Co-Author), EB5investors.com & EB-5 Investors Magazine, 2014
- "Fundamental Strategies to Cope with the Changing World of Corporate Governance and Securities Compliance," Inside the Minds: SEC Compliance Best Practices, 2010 Edition, Aspatore, March 2010

## Corporate & Securities Law Blog Posts

- "SEC Staff To Express No Views On Conflicting Shareholder Proposals Under Rule 14a-8(i)(9)," January 29, 2015
- "NASDAQ Proposes The Adoption Of A New All-Inclusive Annual Listing Fee," September 9, 2014
- "Client Alert – Considerations for 2014 Proxy Season and Beyond," December 17, 2013
- "Rules Eliminating the Prohibition on General Solicitation for Rule 506 and Rule 144A Offerings Become Effective September 23, 2013," August 1, 2013
- "SEC Eliminates the Prohibition on General Solicitation for Rule 506 and Rule 144A Offerings," July 12, 2013
- "SEC Adopts Rules to Remove Ban on General Solicitation for Rule 506 Offerings," July 10, 2013
- "SEC Freezes Assets and Brings Civil Charges against EB-5 Investor Visa Project," February 11, 2013
- "Delaware Has No *Per Se* Rule Against "Don't Ask, Don't Waive" Standstill Provisions, But Boards Must be Careful in Using Them," January 4, 2012
- "Public Companies Should Immediately Review Their Peer Groups Used in Executive Compensation Decisions Based on ISS's New Peer Group Selection Guidance and Notify ISS of Any Changes by December 21," December 18, 2012
- "Navigating the SEC's Recent Conflict Minerals Rules: Threading the Needle Through Complex Controls and Procedures and Complying with New Disclosure Requirements," September 21, 2012
- "At Long Last, A Divided SEC Publishes Proposals To Enable General Solicitation And Advertising For Regulation D And Rule 144A, But Further Delays Effectiveness," September 5, 2012
- "SEC Adopts Dodd-Frank Rules Regarding Conflict Minerals and Payments by Resource Extraction Issuers and Defers Rules for Implementation of JOBS Act Elimination of Ban on General Solicitation until August 29," August 22, 2012
- "Update on Timeline for SEC Rulemaking to Implement the JOBS Act and Dodd-Frank Act," July 25, 2012
- "President Obama Signs JOBS Act: Landmark Reform for Small and Emerging Growth Companies Now Law," April 5, 2012
- "Senate Passes Modified JOBS Act - Regulatory Reform for Small and Emerging Growth Companies Speeds Closer to Fruition," March 26, 2012
- "The March Towards Meaningful Reform for Small and Emerging Growth Companies Moves Forward - House Passes Measures to Open Private Capital Raising and Facilitate an On-Ramp of New IPOs," March 12, 2012
- "SEC Rulemaking: Guide to Newly Effective Eligibility Criteria to Replace Credit Ratings in Public Offerings," September 26, 2011
- "Amendments to SEC Rule 14a-8 Allowing Shareholder Proposals for Proxy Access Regimes to Come into Effect," September 12, 2011
- "California Corporations Code Amended to Simplify Restrictions on Distributions and Permit Waivers of Application of Section 500 to Preferences of Preferred Stock," September 6, 2011
- "D.C. Circuit Invalidates SEC's Proxy Access Rules," July 22, 2011
- "SEC Considering New Regulations Governing Capital Formation for Smaller Companies, Crowdfunding, Social and Other New Media," April 21, 2011
- "SPACs 2.0: New SPAC Rules Changes Approved by NASDAQ and NYSE AMEX and New Market Features Make SPACs a More Attractive Investment Vehicle in 2011," March 21, 2011

- "New SEC Proposal To Modify Short Form Registration Statement Eligibility Requirements And Repeal Credit Rating-Based Eligibility For Public Offerings Of Non-Convertible Debt Securities," February 17, 2011
- "SEC Stays New Proxy Access Rules," October 5, 2010
- "Senate Passes Dodd-Frank Wall Street Reform and Consumer Protection Act," July 16, 2010

## **EB-5 Capital Markets Blog Posts**

- "Thoughts on recent SEC activity in EB-5," October 15, 2013
- "EB-5 Questions and Answers Series - What is the EB-5 Program?" September 25, 2013
- "Affiliating with a Broker-Dealer," June 25, 2013
- "SEC to Return Escrowed EB-5 Investment Funds to Immigrant Investors of Intercontinental Regional Center Trust of Chicago," April 23, 2013
- "USCIS EB-5 Engagement with Securities and Exchange Commission," April 3, 2013

## **Venture Law Blog Posts**

- "Setting The Record Straight On The New General Solicitation Rules," November 8, 2013

## **Media Mentions**

Insight Enterprises Scales Up in Middle Market  
*The Deal*, 06.24.2019

LunaDNA Offers Stock for Data in Bid to Build Research Database  
*Xconomy*, 12.07.2018

M&A Advisors of the Year  
*Our City San Diego*, 12.2016

Investor visa fixes are needed, lawyers say  
*Daily Journal*, 11.03.2014

Sheppard Mullin Represents Kratos Defense & Security Solutions Inc.  
*San Diego Business Journal*, 05.26.2014

Sheppard Mullin Advises Kratos In \$625 Million Note Offering  
*Daily Journal*, 05.13.2014

## **Speaking Engagements**

"Project Underwriting: Understanding Borrower Relationships and Inter-Creditor Agreements (Part B)," EB5 Investors Las Vegas EB-5 & Investment Immigration Convention, January 13, 2017

"Representing Regional Centers, NCEs, and JCEs in an Era of Increased SEC and Other Regulatory Oversight," EB5 Investors New York EB-5 & Investment Immigration Convention, July 18, 2016

"Securities Considerations and Pitfalls to Avoid" and "Post-Offering Compliance," Sheppard Mullin's sponsored Regional Center Workshop at EB5 Investors New York EB-5 & Investment Immigration Convention, July 17, 2016

"The Enhanced Role of the SEC", EB5investors.com, Las Vegas EB-5 Conference, January 16, 2016

"Securities Law Considerations", IIUSA, Dallas EB-5 Conference, October 22, 2015

"Project Underwriting Workshop (Part 1)", USIIF & EB5investors.com's Private EB-5 Chinese Delegation, Shenzhen, China, October 16, 2015

"SEC Considerations", Pincus Communication, Inc., EB-5 Investor-based Immigration Conference, October 8, 2015

"Liability Associated with EB-5 Marketing Materials", EB5Diligence.com Webinar, October 7, 2015

"EB-5 Securities Roundtable," EB5investors and Sheppard Mullin, Los Angeles EB-5 Conference, August, 3, 2015

"Implications of the Grassley Leahy Bill", EB5Diligence.com Webinar, June 24, 2015

"Should the PPM be Translated by the Issuer?", EB5Diligence.com Webinar, June 17, 2015

"Dealing with Senior Lenders in EB-5 Investment", EB5Diligence.com Webinar, June 3, 2015

"Who Diligences the Disclosures?", EB5Diligence.com Webinar, April 29, 2015

"Redeployment of Repaid EB-5 Funds," EB5Diligence.com Webinar, April 16, 2015

"Disclosures in EB-5 Offering Documents," EB5Diligence.com Webinar, March 5, 2015

"EB-5 Regional Center Industry Best Practices: Case Studies & Historical Review", IIUSA EB-5 Webinar, February 5, 2015

"Structuring EB-5 Projects for Immigration, Financial & Market Success", EB5investors.com, Las Vegas EB-5 Conference, January 17, 2015

"Are Issuers and Regional Centers conducting unregistered Broker-Dealer activity?" EB5Diligence.com Webinar, Dec 3, 2014

"EB-5 Due Diligence: Process and Components for Success", IIUSA, San Francisco EB-5 Conference, October 24, 2014

"Mezzanine Financing at Single Digit Interest Rates: Is EB-5 for Real?" CFO Study Group, July 29, 2014

"Does My Project Work with EB-5?" EB5investors.com, Southern California EB-5 Conference, July 21, 2014

"How to Finance a New Development," Americas Lodging Investment Summit (ALIS), Summer Update Webinar, July 8, 2014

"EB-5 Securities - The Rise of Broker-Dealers," EB5investors.com, Las Vegas EB-5 Conference, March 8, 2014

"Securities Laws & EB-5 - Broker/Dealer Business Model & JOBS Act Update," IIUSA EB-5 Webinar, February 27, 2014

"How to Finance a New Development," Americas Lodging Investment Summit (ALIS), January 28, 2014

"Securities Considerations for EB-5 Issuers in light of SEC and FINRA Actions," USAdvisors Conference, October 30, 2013

"Orange County Capital Markets Program on EB5," Urban Land Institute's Capital Markets Initiative Council Meeting, April 10, 2013

"Real Estate and EB-5 Financing for Solar," Solar Power Finance & Investment Summit 2013, March 20, 2013

"JOBS Act and Beyond," 5th Annual Hot Topics Seminar, October 16, 2012

Panelist, AICPA National Audit Committee Forum, July 30-31, 2012

"Dodd-Frank Act in 20 Minutes," 3rd Annual Hot Topics Seminar, October 12, 2010

"New Financial Regulations to Increase Transparency Costs," *Daily Transcript* Executive Roundtable, October 1, 2010

"Seed and Angel Capital: The Case for Convertible Notes," Sheppard Mullin Emerging Growth Webinar, May 20, 2010

## Events

The Aerospace & Defense Forum: Winning On All Fronts - ESOPs Driving San Diego A&D Success Stories  
Sheppard Mullin San Diego (Del Mar), 05.22.2018

The Aerospace & Defense Forum: The Tax Cuts and Jobs Act - The Impact on Business, Investing and M&A  
Sheppard Mullin San Diego (Del Mar), 03.27.2018

## Memberships

EB-Securities Roundtable

The Aerospace & Defense Forum - San Diego Chapter

Adjunct professor, University of San Diego School of Law, teaching advanced deal structures, and he regularly lectures on corporate law, strategic partnering, and executive compensation

Member, Society of Corporate Secretaries and Governance Professionals

Member, American Bar Association

## Podcasts & Webinars

What is Crisis Governance? Interview with John Tishler, Public Relations Security Videocast  
10.03.2019

Nota Bene Episode 51: The Four Fundamentals of a Corporate Governance Crisis with John Tishler  
09.25.2019

## Practices

Corporate

Capital Markets

Emerging Company & Venture Capital

Mergers and Acquisitions

Public Company Corporate Governance and Compliance

EB-5

ESG and Sustainability

## Industries

Aerospace & Defense

Blockchain

Blockchain and Fintech

EB-5

Emerging Company & Venture Capital

Energy, Infrastructure and Project Finance

ESG and Sustainability

Fintech

Government Business

Hospitality

Life Sciences

Multifamily Housing

Retail, Fashion & Beauty

## Education

J.D., Yale Law School, 1992

B.A., Cornell University, 1989, *with distinction in all subjects*



## Admissions

California

Colorado (Inactive)

Illinois (Inactive)