



→ Keith R. Gercken

Partner

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Keith R. Gercken is a partner in the Tax, Employee Benefits, and Trusts and Estates Practice Group in the firm's San Francisco office.

Areas of Practice

Keith's practice includes all areas of business income taxation, with emphasis on corporate and partnership taxation and international transactions. He advises corporate and individual clients on the U.S. federal and international tax consequences of a wide range of transactions, including taxable and tax-free mergers and acquisitions; partnerships and joint ventures; the formation and operation of equity funds; finance transactions; tax-free exchanges; international licensing; foreign operations (including cross-border joint ventures between U.S. and non-U.S. partners); the acquisition and disposition of real estate investments (including in connection with UPREIT and DownREIT transactions); and inbound investment into the United States by non-U.S. investors.

Keith is the author of a number of articles on international, corporate and partnership issues, and has been published in USC Major Tax Planning, Business Law Today and Tax Notes International.

Honors

Northern California Super Lawyers, *San Francisco Magazine*, 2007, 2010-2013

Experience

Recent Representative Transactions

Represented RealD Inc. (NYSE: RLD) in its Initial Public Offering and listing on the NYSE

Represented Diageo Chateau & Estate Wines Co. in the sale of properties to Realty Income Corporation and subsequent leaseback of the properties

Represented four Almar Management, Inc. affiliated limited partnerships in sale and leaseback transactions with CNL Lifestyle Properties, Inc.

Represented CalPortland Company in its acquisition of Mission Ready-Mix, Inc.

Represented Luitpold Pharmaceuticals in its acquisition of PharmaForce, Inc.

Represented Adconion Media Group in its acquisition of the assets of Joost N.V.

Represented Aduro BioTech in the acquisition of assets from Anza Therapeutics

Represented Bison Capital Structured Equity Partners, LLC in the sale of interests in Metagenics Inc.

Represented Symark International in the acquisition of BT Software Holding Group Inc.

Represented Chandler/May Inc. in the acquisition and recapitalization of AeroMech Engineering, Inc.

Represented Northrop Grumman Corporation (NYSE: NOC) in its public debt offering of senior notes

Represented Electrical Real Estate Capital Program One, LP in its equity investment in The Lakes of Millbrook Apartments, LLC

Regularly represent Essex Property Trust in connection with tax questions that pertain to the acquisition and disposition of apartment communities.

Represented the Sebastiani Vineyards, Inc. shareholder group in the sale of the Sebastiani winery and portions of the company's real property, as well as the spin-off of the company property not involved in the sale.

Represented DTS, Inc. (NASDAQ:DTSI), in its purchase of substantially all of the assets of Neural Audio Corporation.

Represented Xinhua Finance Limited (TSE Mothers: 9399) (OTC ADRs: XHFNY) in connection with their sale of assets to Forever Alliance Limited and PRN Business Consulting (Shanghai) Company Limited.

Represented GHD, Inc., a California corporation and indirect wholly owned subsidiary of GHD Group Pty Ltd, an Australian company, in its acquisition of RoseWater Engineering, Inc., Stearns & Wheler, Inc., and The Geometer, Inc. d/b/a Arizona Engineering Company

Represented Clean Energy Fuels Corp. (NASDAQ: CLNE) in the acquisition of Dallas Clean Energy LLC by CE Dallas Renewables LLC, a joint venture between Clean Energy and Cambrian Energy McCommas Bluff LLC.

Represented Bison Capital Structured Equity Partners in connection with its investment in Metagenics Inc.

Represented BCP NZ LLC in its sale of shares of RWNZ Acquisition Co. Limited to Royalwolf NZ Acquisition Co. Limited.

Represented California Portland Cement Company in its acquisition of all of the outstanding stock of SSMC Holdings Corp., the parent company of Silver State Materials, LLC.

Represented California Portland Cement Company in its acquisition of Union Asphalt, Inc. and of certain real property owned by Union Asphalt, Inc. affiliates.

Represented Adconion Media, Inc. and Adconion Media Group, Ltd. in connection with the purchase of the common stock of Frontline Direct Incorporated.

Represented Electric Visual Evolution LLC in the sale of 100% of its membership interests to Volcom, Inc. (NASDAQ:VLCM).

Represented International Rectifier Corporation (NYSE: IRF) in the \$290 million sale of its international Power Control Systems business to Vishay Intertechnology, Inc. (NYSE:VSH).

Represented RadNet, Inc (formerly Primedex Health Systems, Inc.) (OTCBB: RDNT.OB) in its acquisition of Radiologix, Inc. (AMEX: RGX)

Represented Provena Foods Inc. (AMEX: PZA) in its acquisition of Hormel Foods Corporation (NYSE: HRL)

Represented BBG Communications, Inc. in the purchase of Mexican real estate assets from Fox Entertainment Group, Inc.

Represented Circle Food Products, Inc. and EZ Foods, Inc. in the sale of substantially all of their assets to Claridge, Inc.

Represented Digital Orchid, Inc. in the purchase of all of the stock of a Spanish company, Blue Tech, S.L., for a combination of cash and stock.

Represented California Portland Cement Company in its acquisition of all of the assets of B&B Red-I-Mix Concrete, Inc., a producer and seller of concrete and related building materials.

Represented California Portland Cement Company in its acquisition of all of the outstanding stock of Greene's Ready Mixed Concrete Co., a producer and seller of concrete and related building materials.

Represented Ryan Herco Products Corp. in its sale to Flow Solutions Holdings, Inc., a portfolio company of Morgenthaler Partners.

Represented Safeguard Scientifics, Inc. (NYSE: SFE) in its sale of Pacific Title & Art Studio, Inc. to Global Post Ventures, Inc. for \$23 million.

Represented Pacific Architects and Engineers Incorporated and its shareholders in the sale of all of the stock of Pacific Architects and Engineers Incorporated to Lockheed Martin Corporation (NYSE: LMT)

Represented Zions Bancorporation (NASDAQ: ZION) in connection with its \$1.7 billion acquisition of Amegy Bancorporation.

Represented Bank of the West in connection with its \$1.4 billion acquisition of Commercial Federal Bank.

Represented SICOR Inc. in connection with its \$3.4 billion acquisition by Teva Pharmaceutical Industries Ltd. (NASDAQ: TEVA).

Represented Applied Molecular Evolution, Inc. in connection with its \$400 million acquisition by Eli Lilly & Co. (NYSE: LLY).

Represented Vodafone Group plc (NYSE: VOD) in connection with several significant stock and asset acquisitions and dispositions in Latin America and Asia.

Represented a Hong Kong-based restaurant developer in connection with the formation of a worldwide joint venture with a major U.S. franchisor.

Represented a Fortune 50 financial services company in connection with the partial sale and restructuring of its investment in a Puerto Rico electric generation facility.

Represented a large public pension fund in connection with the establishment and restructuring of numerous U.S. domestic and international real estate investment funds.

Articles

- Co-authored chapter, "Tax Issues in the Cloud," *Cloud Computing Legal Deskbook*, 2013 Edition, Thomson Reuters Westlaw, 2013

China Law Blog Posts

- "China Issues New BT Regulations," February 6, 2009

Corporate & Securities Law Blog Posts

- "Key Corporate Tax Aspects of the New Inflation Reduction Act," August 22, 2022

- "Some Strings Attached: Main Street Lending Program And Private Company M&A," July 13, 2020
- "The CARES ACT – Tax Relief," March 27, 2020
- "Newly Enacted 5-Year NOL Carryback Election To Provide Significant Tax Savings," December 3, 2009

Latin American Law Blog Posts

- "IRS Issues Final Regulations Requiring Reporting by Financial Institutions of Interest Payments Made on U.S. Accounts of Non-Resident Individuals," April 24, 2012

Real Estate, Land Use & Environmental Law Blog Posts

- "New Cancellation of Indebtedness Deferral Election May Not Cover Deed-In-Lieu Transactions," February 27, 2009

Media Mentions

Sheppard Mullin, Smith Anderson Guide NovaQuest Buy of CoreRx
Bloomberg Law, 01.22.2021

Xtep International's \$260 Million Acquisition of E-Land Footwear USA
Global Legal Chronicle, 05.22.2019

FLIR Fires Up More M&A
The Deal, 02.12.2019

Primal Nutrition hops to Kraft Heinz in \$200M deal
Daily Journal, 12.11.2018

Opus Equity Partners Calls on Sheppard Mullin for Counsel in Deals
Daily Journal, 05.09.2017

Opus Equity Partners Calls on Sheppard Mullin for Counsel
Daily Transcript, 05.09.2017

Sheppard Mullin Represents Diodes in Its \$400 Million Acquisition of Pericom Semiconductor
Corporate Counsel, 09.04.2015

Memberships

Member, Section of Taxation, Committee on U.S. Activities of Foreigners and Tax Treaties, American Bar Association

Practices

Tax

Corporate Tax

Executive Compensation

International Reach

Israel

Korea

South Asia

Private Wealth Services

International Tax

Investment Management

Real Estate Tax

Industries

Emerging Company & Venture Capital

Energy, Infrastructure and Project Finance

Life Sciences

Multifamily Housing

Nonprofit

Education

J.D., University of California, Hastings, 1987, *magna cum laude*

B.A., University of California, Berkeley, 1983

Admissions

California

Texas