



## → Kandace P. Watson

**Partner**

T: +1.858.720.8930

F: +1.858.523.6770

kwatson@sheppardmullin.com

Kandace P. Watson is a Mergers and Acquisitions Partner in the Corporate Practice Group in the firm's San Diego (Del Mar) Office.

### **Areas of Practice**

Ms. Watson has extensive experience representing companies, corporate boards and executives in intellectual property (IP) intensive industries, including, chemical, software and technology.

Her expertise includes board governance and director and officer duties in M&A and other complex transactions, consortium agreements, corporate spin-offs and reorganizations, IP licenses, CRADAs and other cooperative research, development and commercialization agreements, material transfer agreements (MTAs), joint ventures, public and private offerings, securities compliance, cross-border and multi-jurisdictional transactions, and supply, manufacturing and distribution agreements.

Ms. Watson has frequently handled matters involving non-practicing entities ("NPEs" or "Patent Trolls") for a number of her clients. She regularly drafts and negotiates patent purchase and license agreements and develops defense strategies for companies, often when NPEs are involved on a point of consideration.

Corporate boards and management teams seek Ms. Watson's legal and strategic advice to structure, negotiate and close complex M&A and other transactions, comply with related SEC and other federal and state regulations, and expand operations globally. She also advises corporate boards and management teams regarding strategic alternatives as well as ongoing operations.

Ms. Watson was recommended in 2016 by *Legal 500 US* for Mergers & Acquisitions and Buyouts. She was named San Diego's "Top Attorneys 2015" in the Corporate Transactional practice category presented by *The Transcript*. In 2014, Ms. Watson was profiled by the *San Diego Business Journal* and was recognized as a nominee for "Power of Attorneys 2012 – San Diego's Top Corporate Counsel." In 2008, she was a recipient of the Earl B. Gilliam Bar Association's Distinguished Service Award. Ms. Watson was recognized as one of the "Forty under 40" in 2006 by the *Phoenix Business Journal* and in 2004, she was profiled by *American Business Gazette*. Ms. Watson also regularly presents and writes on corporate issues to industry, trade and legal organizations.

### **Experience**

#### **Independent Counsel to Special Committee of Board of Directors of NYSE listed company**

Serve as lead special counsel to special committee of the board of directors with regard to strategic alternatives, up to and including a potential sale of the company. Advise outside directors with regard to

fiduciary duties in connection with unsolicited bids and other corporate governance matters. Advise outside directors in connection with securities law compliance and SEC reporting.

#### **Acquisition of retail stores for Starbucks Corporation**

Represent Starbucks Corporation in its acquisition of multiple retail store locations from a regional coffee company retailer.

#### **\$60 million disposition of business assets**

Represented YP, the largest local search, media and advertising company in North America as IP counsel on Alpine's acquisition of YP's Earn Per Call business, advising YP on numerous IP transactional issues and preparing numerous agreements prior to closing.

#### **Advise bioscience company on acquisition of telemedicine platform**

Represent bioscience company in its acquisition of a multi-state operated telemedicine platform and corporate restructuring.

#### **Interim Assistant General Counsel for a leading technology company providing connected health and safety solutions**

Provide day-to-day support on legal matters related to general operations, customer relations, licensing and other commercial agreements. Draft, negotiate and administer contracts on behalf of the company, including marketing, vendor, service, manufacturing, non-disclosure and software licenses.

#### **Pre-merger counsel for global pharmaceutical company**

Represent a global pharmaceutical company in its pre-merger, 50+ multi-country survey of local laws affecting critical contracts in Latin America, Asia Pacific, Europe, Africa, the Middle East and North America.

#### **\$190 million acquisition for Arizona Public Service Company**

Represent Arizona Public Service Company (NYSE and PSE: PNW), an electric utility that provides retail and wholesale electric service to most of the State of Arizona, in \$190M acquisition of 450-megawatt, natural gas-fired Sundance generating station from PPL Corporation (NYSE: PPL).

#### **Global patent and know-how license**

Represent a U.S. chemical company in patent and know-how license with Japanese chemical company in connection with product development, manufacturing and distribution rights worldwide.

#### **Cross patent license for emerging growth company**

Represent an emerging growth company in enhanced oil recovery in a global cross patent license agreement with Chevron USA and numerous other supply, collaboration, investment and licensing matters.

#### **International product supply, distribution, patent and software license agreement for U.S. consumer product company**

Represent a U.S. consumer product company in global product supply, distribution, patent and software license agreements with Reckitt Benckiser.

#### **Represent Fortune 100 healthcare services company in numerous commercial and joint venture transactions**

Represent a leading provider of healthcare services in multiple joint ventures, software licenses and commercial agreements.

#### **Clinical services agreements for oncology-focused biotechnology company**

Represent an oncology-focused biotechnology company in intercompany clinical services agreements (with its major shareholder), IP and contract due diligence and securities disclosure compliance with regard to its development of a therapeutic vaccine for the treatment of melanoma.

**Represent multi-clinic California corporation in hostile break-up of co-owned physician practices.**

Negotiate owner buy-out terms, allocation of assets and liabilities, assignment of real property leases and other third party contracts, employee retention and termination, and patient communication protocol.

**IP license agreement for sports product company**

Represent sports product company in exclusive, multi-country patent, trademark and know-how license agreement with BIC Sports.

**Patent license agreement for a United States university**

Represent a university spin-off in patent license agreement with international oil company covering two countries and the North Sea.

**Corporate restructuring for international company**

Represent a multi-billion dollar international company with headquarters in Southern California in the corporate restructuring of its Malaysian subsidiary.

**\$53M private placement for regional center**

Represent a U.S. based EB-5 regional center in \$53 million private placement offering for China, Russia, South Africa and Mexico.

**License agreements for biomedical device company**

Represent a U.S. headquartered biomedical device company in international distribution and license agreements in the Middle East, Europe and Asia.

**Acquisition transactions for Quest Diagnostics Incorporated**

Represent Quest Diagnostics Incorporated (NYSE: DGX), a leading provider of diagnostic testing, information and services, in multiple acquisition transactions.

**Post-acquisition integration for global pharmaceutical manufacturer**

Represent a global pharmaceutical manufacturer in post-acquisition integration of legal entities involving U.S., Dutch, Swiss, Luxembourg, Mexican and other Latin American entities.

**License and supply agreements for public-reporting company**

Represent a public-reporting company in multiple research, development, license and supply agreements for skin products with SkinMedica, Inc., Biozhem Cosmeceuticals and Inamed Corporation.

**Supply and distribution agreements for global manufacturing company**

Represent a global manufacturing company, specializing in plastics, in international and domestic supply and distribution agreements with Eli Lilly & Company, Wyeth Pharmaceuticals, BioProcessors and Safety Syringes.

**Joint venture for international publicly-traded company**

Represent an international publicly-traded company in a joint venture with a minority owned business enterprise (MBE) in connection with a manufacturing and supply agreement with Proctor & Gamble.

**\$100 million joint venture for U.S. venture fund**

Represent a U.S. venture fund regarding \$75 million investment in a Brazilian clean technology company and an additional \$25 million investment in Brazilian joint venture for ethanol inventory management.

**Counsel for research and human therapeutics development company**

Represent a biomedical research and human therapeutics development company in MCRADA and MTA-CRADA with U.S. Centers for Disease Control and Prevention (CDC) and Center for Biologics Evaluation and Research (CBER).

## **License agreements for global technology company**

Represent a global technology company in distributorship and license agreements in Costa Rica, the Dutch Antilles, Suriname and Costa Rica. Advise U.S. electronics company on distribution agreements in Latin America and the Dutch Antilles.

## **General corporate counsel for Rubio's Restaurants Inc.**

Represent Rubio's Restaurants, Inc., a public-reporting company that owns and operates over 150 fast-casual Mexican restaurants, in general corporate and contract matters and SEC reporting.

## **Follow-on offering for Endocare Inc.**

Represent Endocare, Inc., a specialty medical device company that develops, manufactures and distributes health care products for cryoablation for the treatment of prostate, renal, liver and lung cancer, in \$78 million follow-on offering.

## **Media Mentions**

Meet The Lawyer Who Aided Twitter's \$1B MoPub Deal

*Law360*, 10.25.2021

Sheppard Mullin Adds Partners To Corporate Practice

*Law360*, 08.15.2017

Sheppard Mullin Hires Life Sciences Specialist in Corporate Group

*Life Sciences Intellectual Property Review*, 02.08.2017

## **Events**

Insights from the Boardroom & C-Suite: Environmental, Social and Governance (ESG) from the Top Webinar, 02.03.2022

PPP Loan Forgiveness – We accepted the PPP Cash, please forgive us. Roundtable on PPP Loan Forgiveness Process Tips and Tactics. C suite only.  
Webinar, 06.02.2020

COVID-19 Cash Crisis: Directors' and Officers' Duties - Reporting, Monitoring and Oversight  
Webinar, 04.15.2020

COVID-19 and Commercial Contracts – Can we get out of theirs? Can they get out of ours?  
via Zoom Webinar, 04.09.2020

What's Hot and What's Not In Drafting and Structuring Your Intellectual Property Licenses  
LESI 2018 Annual Conference  
April 29 - May 2

DATA SECURITY/PRIVACY ROUNDTABLE: Privacy, Cyber Security & Other Issues, and Your Board - Risk Mitigation, Vendors, M&A Concerns, and More  
Association of Corporate Counsel  
San Diego, 02.08.2018

American Bar Association IP West 2017  
IP Considerations in M&A Transactions: Masters Class  
10.2017

## Memberships

Association of Corporate Counsel, Co-Chair San Diego ACC Technology and Licensing Practice Committee, 2016-2017

Innovation Advisory Board of UC San Diego: UCSD Innovation Advisory Board Member, 2013-2015

Women in Bio, Southern California, Member

2013 Leadership Council on Legal Diversity Fellow

American Arbitration Association/International Centre for Dispute Resolution, 2010 Higginbotham Fellow

Mentor & Former Ambassador, American Bar Association, Business Law Section

Member & Former Board of Directors, Earl B. Gilliam Bar Association,

Former Board of Directors, Hayzel B. Daniels Bar Association

Lifetime Member, National Bar Association

## Podcasts & Webinars

Insights from the Boardroom & C-Suite: Environmental, Social and Governance (ESG) from the Top  
02.03.2022

PPP Loan Forgiveness – We accepted the PPP Cash, please forgive us.  
06.02.2020

## Practices

Corporate

Mergers and Acquisitions

Technology Transactions

Emerging Company & Venture Capital

Healthcare

Intellectual Property

IP Licensing, Technology and Commercial Transactions

Private Equity

## Industries

Entertainment, Technology and Advertising

Healthcare

Life Sciences

## Education

J.D., University of Texas at Austin, *with honors*

B.A., Hampton University, *with highest honors*