

Joseph D. Masterson

Retired Partner

Joe Masterson was a partner in the Business Law Practice Group and a corporate governance and securities attorney. He focused on advising clients and their boards about governance and compliance matters and in securities transactions. He participated in the Wisconsin Bar legislative drafting committee that worked on updates and revisions to Wisconsin's business entity laws, regarding limitations of liability and cross-entity mergers, conversions and similar transactions.

Joe practiced in the areas of corporate governance, securities offerings and compliance matters. He had extensive experience representing clients in SEC securities registrations and periodic reporting, Sarbanes-Oxley and Dodd-Frank compliance, fiduciary duties, public and private company stock, asset and business acquisition transactions, and entity governance, structuring and documentation.

Representative Experience

With nearly four decades of experience, Joe and teams of colleagues have assisted clients on a great many issues. A few recent examples included:

- Private spin-off of an independent operating company in anticipation of the sale of the remaining enterprise, followed by a capital-raising private placement to existing shareholders.
- IPO of a biopharmaceutical company engaged in discovering and developing antibodies for treating a variety of diseases. Assisted the company with SEC compliance, governance and related matters.
- Governance and structured advice to public companies seeking to minimize governance concerns of investors and proxy advisory firms, including preparation and advice regarding "shelf" investor rights plans to mitigate the risk of takeover threats.
- Assisted a private company in acquiring a smaller public company by merger while complying with applicable securities laws.
- Assisted a private IP discovery and development company with entity and subsidiary restructuring in anticipation of corporate joint venturing and venture capital investments.

Education and Honors

- Harvard Law School (J.D., *magna cum laude*, 1978)
 - Harvard Law Review (Member, 1977–1978)
- Culver-Stockton College (B.S., *summa cum laude*, 1974)

Bar Admissions



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- Wisconsin

Professional and Civic Activities

- State Bar of Wisconsin (Member)
 - Business Law Section Board
 - Business Entity Legislative Revision Committees (partnerships and limited partnerships)
- American Bar Association (Member)

Professional Recognition

- Listed in *The Best Lawyers in America*® (2010-present: Corporate Law)
- Martindale-Hubbell AV® Peer Review Rated