



Peter B. Cancelmo

Owner - Seattle

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Peter Cancelmo practices in the area of corporate and securities law.

Mr. Cancelmo represents U.S. and international clients in financial and business transactions, including public and private securities offerings, Rule 144A placements, Regulation S offerings, PIPE transactions, tender offers, mergers, acquisitions and divestitures. A significant portion of his practice is devoted to advising corporate clients on matters arising from their status as public companies, including periodic reporting and disclosure obligations, corporate governance, and securities exchange listing matters. Additionally, Mr. Cancelmo's practice includes frequent representation of private technology companies and venture investors in financial and business transactions.

Prior to joining Garvey Schubert Barer, Mr. Cancelmo practiced in the corporate and securities area at Choate, Hall & Stewart LLP, in Boston, and in the New York office of Davies Ward Phillips & Vineberg, a major Canadian law firm.

Representative Engagements

Corporate Governance and Periodic Reporting

- Regularly represent Nautilus, Inc. (NYSE: NLS), LaCrosse Footwear, Inc. (NASDAQ: BOOT) and SCOLR Pharma, Inc. (OTC: SCLR) regarding periodic reporting and disclosure obligations, exchange listing requirements and corporate governance matters.
- Represented an NYSE-listed issuer in a proxy contest initiated by an activist investor.

Securities Transactions - Listed Issuers

- Represented SCOLR Pharma, Inc. in the private placement of its senior secured convertible debentures.
- Represented a TSXV-listed Canadian mining issuer with regard to U.S. securities law matters in connection with its multi-jurisdiction private placement of common stock.
- Represented SCOLR Pharma, Inc. in the offering of common stock and warrant units in a structured PIPE transaction and secondary registration.
- Represented a TSX-listed Canadian national retailer with regard to U.S. securities law matters in connection with its Rule 144A placement of subordinated convertible debentures.
- Represented a TSX-listed manufacturer of soil products in a mezzanine financing involving the sale of convertible promissory notes to U.S.-based institutions.
- Acted as Washington special counsel to Onex Partners and Canada Pension Plan Investment Board in

connection with securities and credit financing transactions completed in support of the acquisition of Tomkins Ltd.

- Represented an AMEX/TSX cross-listed issuer in connection with its secondary offering of income deposit securities.*
- Represented an NYSE-listed electric utility in Rule 144A and Regulation S offerings of over \$1.5 billion of high-yield debt securities and in back-end exchange offers for registered securities.*

Business Transactions - Public Companies

- Represented InFocus Corporation (NASDAQ: INFS), in its acquisition by a private buyer via friendly tender offer.
- Represented Nautilus, Inc. in the divestiture of its Pearl iZumi apparel division to Shimano Corporation.
- Represented a Canadian-listed manufacturer in the acquisition of two U.S. firms for consideration consisting partially of income trust units.
- Represented a NASDAQ-listed hardware manufacturer in the establishment of a joint venture with a European technology company and a related preferred stock financing.
- Represented a NASDAQ-listed telecommunications firm in the acquisition of a mobile applications developer based in India.*

Securities Transactions - Private Issuers

- Counsel to Spiration, Inc. in its sale of Convertible Notes to a Japanese strategic partner.
- Counsel to Spiration, Inc. in its Series G Preferred Stock financing.
- Counsel to a mobile game development platform provider in connection with its sale of convertible promissory notes to private investors.
- Spin-off, reorganization and Series A financing of DayJet Technologies, Inc. (Investor Counsel).
- Series A and Series B preferred stock financings of Pressplane, Inc. (Investor Counsel).
- Series A preferred stock financing of RealSelf, Inc. (Investor Counsel).
- Series A preferred stock financing of Atomic Moguls, Inc. (Investor Counsel).

Business Transactions - Private Companies

- Represented V2Green, Inc., a grid management software provider focused on integration of electric vehicles, in its acquisition by Gridpoint, Inc.
- Represented Kenwood Corporation, of Japan, in its acquisition of Zetron, Inc.
- Represented a Canadian sports and entertainment firm in acquisitions of several minor-league sports franchises in the U.S.
- Represented a medical equipment services firm in its sale by merger to a national healthcare facilities services provider.

**Transaction completed prior to joining Garvey Schubert Barer*

Services

- ▶ Publicly Traded Companies
- ▶ Emerging Companies and Venture Capital

- ▶ Mergers and Acquisitions

Industries

- ▶ Emerging Companies
- ▶ Clean Technology

Education

- ▶ Boston University School of Law, J.D., *cum laude*, 2003
 - ▶ Articles Editor, *Boston University Law Review*
- ▶ Saint Michael's College, B.A., English, *magna cum laude*, 2000

Admissions

- ▶ Washington, 2007
- ▶ Massachusetts, 2003

Professional Recognition

- ▶ Named by peers as one of Washington's "Rising Stars" in *Washington Law & Politics* magazine, 2010

Professional Activities

- ▶ Board Member, Downtown Seattle YMCA, 2011-Present
- ▶ Board Member, Washington Clean Technology Alliance, 2010-Present

Events

- ▶ "Securities Law and Financing the Emerging Business," 2011 Advising the Small Business Client: Legal Issues for the Emerging Business Owner Seminar, Washington State Bar Association CLE, Seattle, WA, September 22, 2011
- ▶ "Incorporation and Early Stage Finance for Growth Companies," The Founder Institute, Garvey Schubert Barer, Seattle, WA, January 3, 2011
- ▶ "Incorporation and Early Stage Legal Issues," The Founder Institute, Seattle, WA, February 9, 2010
- ▶ "Politics and Your Project," Harvesting Clean Energy Conference 2010, Seattle, WA, February 8, 2010
- ▶ "Clean Technology Finance During the Downturn," Washington Clean Technology Alliance and Washington Technology Industry Association, The Rainier Club, Seattle, WA, January 22, 2009

Publications

- ▶ "Tips for U.S./Canada Cross-Border Business," Garvey Schubert Barer Update, November 2011.

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