



Representative Legal Matters

Perrie Weiner

Securities Litigation

- Substituted into a California securities litigation to defend a U.S. publicly held Biopharma Company, that was at risk of a default being entered, where there was a tax delinquency and a problem with the company's name registration. After quickly correcting all of these deficiencies, Perrie and his team brought a motion to dismiss. Based on the strength of the motion, plaintiff voluntarily dismissed the case. .
- Represented a building products company in litigation arising from its merger with another building products company. The case included federal securities actions in the Eastern District of New York and alleged insufficient information in the company's merger recommendation to shareholders. Not only did Perrie and his team manage to push back and get the merger to close on time, but also quickly defeated and resolved the litigation.
- Represented a London-based client in the dismissal of a jurisdictional challenge in the Central District of California, in an effort to attach the assets of a Geneva trust worth approx. USD 1 billion. Also successfully represented the client in subsequent related litigation, as well as others named as defendants in the case.
- Represented a publicly held Biopharma company and three of its officers in a putative securities class action. The complaint alleged that the company made false and/or misleading statements and did not properly disclose the efficacy of their liver cancer treatment, ThermoDox. Perrie and his team won the motion to dismiss.
- Represented an investor in a highly publicized alleged "pump and dump" scheme resulting in the dismissal of a putative class action (Takata v. Riot Blockchain). The operative complaint alleged that the investor and other Defendants, acting as members of an investor-control group, amassed a controlling interest in publicly-traded Riot Blockchain. Perrie and his team won the motion to dismiss, while it was denied as to the other co-defendants.
- Represented a significant micro-cap investor with holdings of USD 240 million shares of a public company. deposited with a Canadian brokerage. Our engagement came after the public company attempted to cancel the client's entire holdings during a spike in share-price valuation, obstructing their ability to sell or transfer the shares, which Perrie and his team were able to fully reverse.
- Represented an underwriter, where we won a motion to dismiss a securities class action complaint, and where a follow on motion to dismiss the amended complaint resulted in a quick settlement with plaintiffs and where co-defendant issuer fully indemnified the underwriter.



SPAC Securities Litigation

- Represented the target defendant in a de-SPAC M & A transaction in the partial dismissal of a putative securities class action complaint alleging material misrepresentations and omissions related to stockholders who purchased its stock between October 7, 2020 and July 31, 2021.
- Represented the target defendant in a Derivative Action alleging material misrepresentations and omissions related to stockholders who purchased the stock between October 7, 2020 and July 31, 2021.
- Represented the target and certain of its officers and directors in an action by an investor in the Complex Commercial Litigation Division of New Castle County Superior Court, Delaware alleging fraudulent inducement and breach of contract around a "liquidity event" triggered when the Company completed the de-SPAC merger in August of 2021.
- Represented a commercial space company against allegations made by its former co-founders who had signed a National Security Agreement and Stock Repurchase Agreement, agreeing to divest their interests in the company. Despite this, one of the co-founders filed a complaint in the Delaware Court of Chancery seeking indemnification and advancement, leading to a motion to dismiss by our client. The outcome, confirmed on appeal, holds significant precedential value in the evolving realm of SPAC litigation within Delaware.
- Represented the target in numerous "books and records" demands filed under Section 220 of Title 8 of the Delaware Code seeking shareholder inspection of documents related to pre de-SPAC merger topics.

Securities: Naked Shorting Litigation

- Most recently, represented a large international financial institution and broker-dealer in a precedent setting motion to dismiss victory over alleged claims of abusive naked short selling, while the case proceeded as to other co-defendants.

SEC Investigations/Enforcement

- Represented a hedgefund and two of its principals in a non-public SEC investigation (resulting in the issuance of a Wells Notice) into purported insider trading and tipper-tippee liability with regard to the stock of three public companies. Perrie and his team wrote several white papers in response to the Wells Notice, and had multiple calls at the highest levels of the SEC, where they turned the case around, and the SEC not only didn't file an enforcement action, but issued a letter terminating the investigation.
- Represented an investment adviser in a two-year SEC insider trading investigation concerning the issuer and tipper/tippee liability. In this particularly complicated case (as the investment adviser was both on the board of the public company being investigated and an officer of the investment bank, which was the investment banker on the deal), a successful notice of termination of the investigation by the SEC was achieved along with indemnity from the issuer.
- Represented a public company and two of its officers in the successful termination of an SEC investigation regarding suspected insider trading.

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- Represented a publicly held Biopharma company and two of its officers and directors in an SEC investigation connected with a purported broader "pump and dump" scheme that generated more than USD 165 million of illegal sales of stock in at least 50 microcap companies. This case resulted in no action taken by the SEC against our clients.
- Achieved a significant victory by successfully defending a hedge fund client under SEC scrutiny for alleged market manipulation and securities fraud following a cannabis start-up IPO. Initially avoiding substantive defendant status, the SEC Staff agreed to only naming our client and his wife as mere relief defendants. Through strategic maneuvering, however, including a well-timed white paper submission, we successfully persuaded the SEC to exclude our clients entirely from the enforcement action, saving them from a potential \$2.5 million liability plus pre-judgment interest.

Complex Litigation

- Secured a significant and high-profile victory for a fertility clinic in a case involving a widely publicized matter concerning "mixed up" embryos implanted in three women in Los Angeles, California, on the same day (including one woman domiciled in N.Y., although visiting Los Angeles for this procedure). This \$25 million claim filed by the N.Y. resident mother originally was filed in New York, and had powerful jury appeal, as the two children born to the New York mother had to be rightfully returned to the biological mothers/families in LA. Leveraging the \$250k medical malpractice cap in California, Perrie and his team won a motion to transfer the case from New York (which had no medical malpractice cap) to California, drastically reducing the client's exposure risk from \$25 million to \$250,000. The case settled shortly after it was transferred to Los Angeles, for a di minimis sum.

Prior to joining the Firm, Perrie acted on the following securities matters:

Securities: Hedge Fund Death Spiral/PIPEs (Private Investment in Public Equities) Litigation

- First in Texas, and then in New York federal court, defense of an investment advisor and its principals in a purported death spiral securities fraud action against claims of unlawful market manipulation and fraudulent misrepresentations arising out of a securities purchase agreement for future priced securities. Based on the strength of the motion for judgment on the pleadings, and in order to avoid Rule 11 sanctions, plaintiffs voluntarily agreed to dismiss their complaint with prejudice and without any payment or consideration.
- In Nevada federal court, defense of an investment advisor based in the United States, its principals and certain offshore investment funds, in a purported death spiral securities fraud action against claims of unlawful market manipulation and fraudulent misrepresentation arising out of a securities purchase agreement for future priced securities. Plaintiff voluntarily dismissed its action, and we obtained a judgment of USD 1 million for our client on its own claims against the plaintiff.

Securities: Broker-Dealer Naked Shorting Litigation

- In Texas, defense of a number of national broker-dealers including market makers in a purported naked shorting state securities fraud action against such alleged claims as unlawful market manipulation, RICO and common law fraud. After removing the action from Texas state to Texas federal court based on a federal preemption argument, we successfully moved to dismiss the case.

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- In Nevada federal court, representation of multiple national broker-dealers including a market maker in a naked shorting securities fraud action against such claims as unlawful market manipulation, RICO and common law fraud. The court granted our motion to dismiss the case.

Securities: China Reverse Mergers

- Representation of a Hong Kong investment bank and a related California-based broker-dealer, in a private securities fraud lawsuit in the Central District of California, ultimately obtaining dismissal for our clients on summary judgment.
- Representation of an AMEX-traded Chinese company and several of its officers and directors in a securities class action involving allegations that, among other things, the company's finances as reported in its SEC filings did not correspond with financial results the company reported to the SAIC, and that the company overpaid for several significant assets. The case was pending in the Central District of California, and, while the motion to dismiss was pending, was settled for a di minimis sum.

Securities: Other

- Representation of the CEO of a major Fortune 500 public company in five shareholder derivative lawsuits, an SEC investigation in California, ERISA class actions, and a US Attorney investigation in the Eastern District of New York regarding allegations of "options back dating." The government investigations were terminated with no enforcement action against the client and the private civil litigation was resolved favorably for the client.
- Representation of the officers and directors of a publicly-traded regional bank in a shareholder derivative lawsuit alleging that the defendants rigged an internal investigation to reach a predetermined result. Obtained a complete victory for the defendants on summary judgment.
- Representation of a nationally recognized Broker-Dealer in Auction Rate Securities litigation pending across the United States, including securities class actions, SEC investigations, and FINRA investigations. All of these cases were successfully resolved with no action being taken by the government and with all cases being dismissed.
- Representation of a nationally recognized Broker-Dealer in the "Reserve Fund" litigation.

Complex Commercial and Business Tort Litigation

- In Los Angeles Superior Court, prosecution of an action for breach of a loan and option to purchase stock agreement against a privately held technology company. When the court indicated at oral argument that it would grant our motion for summary judgment, we entered into a settlement with the defendant whereby our client received a payment of approximately USD 1 million and five percent of the authorized stock of the defendant.
- In Los Angeles Superior Court, prosecution of an action for breach of fiduciary duty and other tort claims on behalf of the largest US privately held computer software company. It was discovered that the then-vice chairman had usurped and diverted a USD 3 million stock investment opportunity (turning out to be worth more than USD 70 million), belonging to a client, to a single purpose venture that he had formed. The case settled on terms very favorable to our client, but which were made confidential by the terms of the settlement agreement.



Lease Litigation & Restructuring

- Represented a makeup studio (with numerous stores in shopping centers around the U.S.) and leader in virtual makeup classes in multiple lease negotiations and litigation matters due to COVID-19. All of the matters were successfully resolved, for di minimis amounts.
- Represented a publicly held American music retailer chain with over 250 locations in lease litigation matters throughout the United States. All matters were successfully resolved, for di minimis amounts.
- Represented a high profile Beverly Hills plastic surgeon with a large surgery center in lease negotiations due to COVID-19.
- Represented a web designer for K-12 schools using intuitive content management software in COVID-19 related lease litigation. The matter was successfully resolved for a di-minimis sum.
- Represented a fintech company in ongoing COVID-19 related lease litigation and actions for declaratory relief, recently successfully resolved for a di-minimis sum.