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Francois is a corporate transactions and international attorney who specializes in technology-related transactions while still advising clients in commercial litigation and dispute resolution.

Based in Silicon Valley for the past 20 years, Francois helps entrepreneurs, investors and companies build, finance and sell their US or foreign operations, and get past every legal challenge they encounter along the way. He has handled numerous cross-border acquisitions and equity financings and brought many companies from their inception to successful exits for founders and investors alike. Francois advises companies in all aspects of corporate law, including entity formation, equity financing, technology licensing, corporate structure inversions ("flips"), mergers & acquisitions, joint ventures, stock options, employment, commercial leasing, intellectual property protection, negotiation and drafting of virtually any business contract.

François is admitted to practice in California , Washington D.C., and in the European Union. He is a partner, and an elected director of RMKB, a 120-attorney law firm with offices in California (4) New York (1) Boston (1) and affiliates in Paris and Hong-Kong. Francois was recently noted by the *San Francisco Bay Area Lawyer Magazine* as one of the "Top lawyers in the Bay Area" for mergers and acquisitions. An advisor to the board of several technology companies, François is a guest lecturer on entrepreneurship, technology and international law. He is also the regional President of the foreign trade advisors ("Conseillers du Commerce Extérieur") to the French Ministry of Economy and Finance.

Francois graduated from Université de Montpellier and University of San Diego law schools.

Practice Areas

- ▣ Corporate Transactions
- ▣ Mergers & Acquisitions
- ▣ Intellectual Property
- ▣ Copyright, Trade Dress and Trademark Registration
- ▣ International

Education

- University of Montpellier, 1980 Maîtrise en Droit Privé
- University of San Diego School of Law, 1988 LL.M.

Court Admissions

- California
- Europe
- Federal
- France

Memberships & Associations

- French American Chamber of Commerce
- French Ministry of Economy and Finance

Representative Experience

Practice Area: Corporate Transactions

Key Issues: General Legal Advice to Angel and Venture Capital Investors

Client Type: Silicon Valley Investors

Advised angel investors and venture capitalists in due diligence, fund formations, and various corporate issues related to their investments or investment vehicles.

Practice Area: Real Estate

Key Issues: Acquisition of landmark building in Silicon Valley

Client Type: Silicon Valley entrepreneur

Francois Laugier, who has been corporate counsel to this Silicon Valley entrepreneur for a decade, led the team that negotiated on the entrepreneur's behalf the acquisition of a [landmark building downtown Redwood City](#).

Practice Area: International, Mergers & Acquisitions

Key Issues: Aquisitions (for buyer)

Client Type: Foreign publicly-traded naval technology company

Represented a publicly-traded French company developing underwater exploration equipment in its acquisition of California-based software company

Practice Area: International, Mergers & Acquisitions

Key Issues: Acquisition (for buyer)

Client Type: Publicly-Traded Foreign Biopharmaceutical Company

We represented a European public corporation in it's \$28.5 million cash and \$18 million earn-out acquisition of a California-based manufacturer of leading biopharmaceutical storage and transport technology.

Practice Area: Corporate Transactions

Key Issues: Start-up Financing

Client Type: Venture Capital Company

Represented venture capital company in \$2.4 million equity financing of start-up corporation.

Practice Area: Intellectual Property, Mergers & Acquisitions

Key Issues: Acquisition (for buyer)

Client Type: US Public Company

Represented US public company in its \$3.5 million asset purchase of a Swiss company equipment and technology used in the manufacturing of women's apparel.

Practice Area: Corporate Transactions, Intellectual Property

Key Issues: Formation and Growth of Clean-Tech Company

Client Type: Clean Energy Company

We represented an established European solar company (PV and thermal) in the organization and growth of its multi-state US operations. Created library of contracts for all business purposes, Stock Option Plan, trademarks and assisted them in building their corporate team.

Practice Area: Corporate Transactions

Key Issues: Organization of Business Entities

Client Type: Clean Tech Entrepreneur

Assisted a Silicon Valley entrepreneur in the formation and representation of California LLC developing and managing alternative fuel stations (E85 and Biodiesel).

Practice Area: Business And Commercial Litigation, International

Key Issues: Settlement of Commercial Dispute

Client Type: Spinal Implants Manufacturer

Represented French manufacturer of spinal implants in commercial dispute with US distributor. Coordinated development of the case, prepared international discovery and drafted motions with company executives and local co-counsel.

Result:

Obtained favorable settlement for client.

Practice Area: Corporate Transactions, International

Key Issues: Organization of Business Entities

Client Type: Software Development Company

Responsible for all aspects of organization of software development company using the labor of Russian software engineers.

Practice Area: Corporate Transactions, International

Key Issues: Organization of Business Entities; Commercial Contracts

Client Type: Aircraft Maintenance Company

We were responsible for all aspects of organization, domestic and international legal work associated with aircraft maintenance company set up to assure the maintenance of a leading aircraft manufacturer fleet.

Practice Area: Corporate Transactions, International

Key Issues: Technology Licensing

Client Type: Microprocessor Design Company

Responsible for all aspects of organization and legal work associated with microprocessor design company.

Represented the company in negotiations with contractors, developers and venture partners.

Practice Area: International, Mergers & Acquisitions

Key Issues: Acquisition (for sellers)

Client Type: Voice Over IP Software Company

We represented a French software company specializing in IP telephony in its \$14 million stock acquisition by a US public company.

Practice Area: Corporate Transactions

Key Issues: Organization of Business Entities

Client Type: Semiconductor Company

We handled all aspects of organization of a semiconductor company specialized in boards, image compression components and VHDL macro functions dedicated to communication, multimedia and real time fields.

Practice Area: Corporate Transactions, International, International Trademark

Key Issues: Trademark

Client Type: UK Internet Company

Represented an English internet company in the purchase of a US domain name and in related trademark matters.

Practice Area: Mergers & Acquisitions

Key Issues: Acquisition (for seller)

Client Type: Tour Operator

We represented a Palo Alto tour operator in its \$5.4 million and earn-out acquisition by a Florida-based travel industry consortium.

Practice Area: International

Key Issues: Joint Venture; License Agreement

Client Type: Public Coporation

We represented a subsidiary of a French public corporation in all aspects of negotiations of European joint venture and license agreements with US entities. Negotiated comprehensive agreement with leading semiconductor manufacturer for the design, manufacture and distribution of an internet appliance developed for the European market.

Practice Area: Corporate Transactions, Intellectual Property, International

Key Issues: Formation Through Late-Stage Growth of Internet Company

Client Type: Private Internet Company

Represented a Silicon Valley veteran in the organization of a new venture dedicated to Internet data mining. Organized corporation as investment vehicle for seed financing. Represented corporation in Series A through D Preferred Stock Issuance and coordinated financing from multiple international sources. Drafted technology licenses, Stock Option Plan and agreements, employment contracts, and International (US, EU, Japan, Mexico, Canada) trademark applications.

Practice Area: Copyright, Trade Dress and Trademark Registration, Intellectual Property, International Trademark

Key Issues: Formation Through Late-Stage Growth of DSL Solutions Company

Client Type: Mature Private Software Company

Served as general corporate counsel to startup founded by Silicon Valley veteran and Stanford University professor. We represented company in all aspects of incorporation, licensing to hardware and software companies, employment issues, domestic and international registration of trademarks, multiple rounds of financing, Sarbanes-Oxley compliance counseling, and negotiation of multi-year, multi-million dollar license to national and international providers in the communications industry.

Practice Area: Corporate Transactions, International

Key Issues: Corporate Restructuring; Inversion ("flip") of Company

Client Type: Digital Media Company

We represented European technology companies in their corporate structure inversion ("flip") resulting in the existing foreign company becoming the wholly-owned subsidiary of a newly formed US entity. Negotiated with existing shareholders and investors, drafted all US documentation, and supervised tax advisors and foreign counsel.

Practice Area: Intellectual Property, Mergers & Acquisitions

Key Issues: Acquisition (for sellers)

Client Type: Selling Shareholders in Acquisition

Represented shareholders of French software company in the sale of their stock to a NASDAQ-traded corporation.

Practice Area: Intellectual Property, Patent Prosecution, Licensing and Litigation

Key Issues: Patent Transfer

Client Type: University Professor

Negotiated for Berkeley University professor transfer of patented technology to publicly-traded company.

Practice Area: Copyright, Trade Dress and Trademark Registration, Corporate Transactions, Intellectual Property, International, Mergers & Acquisitions

Key Issues: Outside General Counsel from Formation to Acquisition

Client Type: Software Company

Organized and represented software company specializing in wireless communications software. Drafted and negotiated all bundling, joint development and distribution contracts with US, European and Asian partners. Prosecuted US trademarks. Handled \$ 17.5 million cash acquisition by US public company.

Practice Area: Corporate Transactions, International

Key Issues: International Stock Option Plans

Client Type: Private Information Technology Companies

Represented several bi-national companies in the drafting and implementation of their Stock Option Plans.

Practice Area: Corporate Transactions, International

Key Issues: Foreign Investment in Silicon Valley Software Company

Client Type: Institutional Investor

We represented a Swiss bank in its acquisition of privately held shares of Silicon Valley-based high tech company.

Publications

- Author, Expansion through M&A, *Smart Business*, 3/1/2012

News

- Comment Paul Allen s'approprié une partie du web [How Paul Allen Appropriates a Part of the Web], *L'Expansion* , 08/30/2010
- Ropers Majeski Kohn & Bentley Helps Save Historic Redwood City Fox Theater , 7/14/2010
- Software Company Founder Finds Right Buyer, Keeps Team Intact, *Silicon Valley/San Jose Business Journal*, 6/28/2010
- John M. Cioffi, "Father of DSL" Technology, to Receive 2010 IEEE Alexander Graham Bell Medal, *IEEE*, June 26, 2010
- ASSIA, Inc., *ASSIA.com*, 6/3/2010
- EVE-USA, Inc., *EDACAFE.com*, 5/20/2010
- Dans La Silicon Valley, Tout Le Monde Retrouve Le Sourire, *Challenges*, May 19, 2010
- How to Hire the Right Lawyer for Your Needs, *Philadelphia Business Journal*, January 8, 2010
- Weigh Your Legal Needs, Costs When Hiring a Business Lawyer, *Silicon Valley/San Jose Business Journal* , October 23, 2009
- ROPERS MAJESKI ATTORNEY FRANCOIS LAUGIER REPRESENTED TRANGO VIRTUAL PROCESSORS IN AN ALL CASH SALE TO VMWARE, INC., 12/02/08
- VMWare reprend Trango, *Capital Finance*, 11/24/08
- VMWare Buys France-Based Trango Mobile Virtualization Company, *San Jose Mercury News*, 11/11/08
- Entrepreneur Testimonial, Invest in France Agency, *Invest in France website*, 10/09/08
- What Is the EU's Real Motive in iTunes Probe?, *Top Tech News*, April 8, 2007
- iTunes Restrictions Draw Probe by EU, *San Francisco Chronicle*, April 4, 2007
- French Lawmakers Give Anti-iTunes Bill Green Light , *E-Commerce Times*, July 6, 2006
- French Lawmakers Give Anti-iTunes Bill Green Light , *Tech News World*, July 6, 2006
- French Lawmakers Give Anti-iTunes Bill Green Light, *Tech News World*, July 3, 2006
- French tell Apple to change iTunes, *SF Gate*, July 1, 2006
- French Lawmakers Dilute Anti-iPod Bill, *Tech News World*, June 23, 2006
- Top Lawyers in the Bay Area, *Bay Area Lawyer Magazine*, April 1, 2006
- Apple vs. France , *Business Week*, March 21, 2006
- Le Monde Selon Google, *Challenges*, January 19, 2006
- Stedim Acquires a Supplier of Freeze-thaw Technology, *Daily Journal*, 7/26/2010