



**MARC L. BROWN**

T: 310.789.1269  
F: 310.789.1469  
mbrown@troygould.com

**BIOGRAPHY**

Mr. Brown is a member of TroyGould’s Corporate Department. He has represented publicly traded companies, privately held companies and agricultural cooperatives in various corporate, securities and regulatory law matters, including mergers and acquisitions, public and private securities offerings, executive compensation plans and agreements and issues unique to agricultural cooperatives.

**Professional Experience**

Clerk to Judge Ozell M. Trask, U.S. Court of Appeals for the Ninth Circuit (1976-1977).

Clerk to Judge William W. Schwarzer, U.S. District Court for the Northern District of California (1978-1979).

Associate, Tuttle & Taylor, Los Angeles (1979-1983). Officer, Tuttle & Taylor, Los Angeles (1983-2000).

**REPRESENTATIVE MATTERS**

- Recapitalization of a leading agricultural cooperative through the exchange of common stock for revolving capital
- Reorganization of an international engineering partnership into a NYSE-listed corporation through an SEC-registered stock offering
- Conversion of a leading agricultural cooperative into a NASDAQ listed for-profit corporation through an SEC-registered stock offering
- Initial public offerings and follow-on offerings of securities for numerous NYSE, NASDAQ and AMEX-listed corporations
- Representation of publicly traded corporations in spin-offs of subsidiaries
- Representation of a NASDAQ-listed corporation in its acquisitions of various businesses
- Representation of a Fortune 500 corporation in the sale of several subsidiaries
- Representation of a privately held manufacturer of household items in its sale to a Fortune 500 corporation
- Representation of a leading clothing manufacturer in its sale to a Fortune 500 corporation
- Representation of executives of various corporations in the negotiation of their employment agreements
- Representation of publicly traded corporations in various SEC-registered employee stock offerings
- Going-private transaction for a NASDAQ-listed manufacturer of automotive parts
- Going-private transaction for a NASDAQ-listed owner of hospitals
- Representation of publicly traded corporations in connection with shelf registration state-ments filed for selling shareholders
- SEC-registered rights offering by a NASDAQ-listed corporation
- Ongoing advice to various public corporations regarding compliance issues arising under the federal securities laws, including the periodic reporting require-ments of the Securities Exchange Act of 1934, and compliance with NASDAQ, AMEX and NYSE requirements

**BACKGROUND**



## **EDUCATION**

University of Wisconsin (B.A., 1973); Phi Beta Kappa

Yale Law School (J.D., 1976); Article and Book Review Editor, Yale Law Journal