

#### Practice Areas

- Corporate
- China Practice

#### Education

- J.D., New York University School of Law, 2000
- B.A., Columbia College, Phi Beta Kappa, 1997

#### Bar Admissions

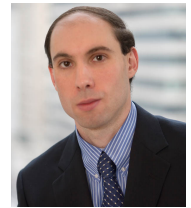
- New York (2001)

## Michael T. Campoli

Of Counsel  
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Michael Campoli devotes his practice to counseling public and private companies on a broad range of corporate matters, including securities law compliance, corporate formation and governance, mergers and acquisitions, public and private debt and equity financing transactions, and limited liability company and partnership counseling.

Mr. Campoli's work at Pryor Cashman has included the representation of:

- Marina Biotech, Inc. (NASDAQ: MRNA) as outside general counsel in connection with its equity and debt financings, M&A initiatives and Securities Exchange Act reporting requirements
- Javelin Pharmaceuticals, Inc. (NYSE Amex: JAV) as outside general counsel in connection with its equity financings and Securities Exchange Act reporting requirements
- Henry Schein, Inc. (NASDAQ: HSIC) in connection with the acquisition of various private companies in the medical equipment and software industries
- Cowen and Company, LLC, Rodman & Renshaw, LLC and Global Hunter Securities, LLC in connection with various underwritten public offerings for domestic and foreign issuers
- Briad Restaurant Group in its prevailing tender offer for Main Street Restaurant Group, Inc., the largest T.G.I. Friday's franchisee
- The Kushner Companies in connection with its acquisition of the office building located at 666 Fifth Avenue, New York, New York
- A private telecommunications company in connection with the issuance of secured notes to the Rural Utilities Service of the U.S. Department of Agriculture and the concurrent placement of preferred stock to venture capital investors

#### Previous Positions

- Jenkins & Gilchrist Parker Chapin LLP, Associate (2000–03)

#### Publications

- Co-Author (with Stephen Goodman), *JOBS Act Seeks to Facilitate Access to U.S. Capital Markets*, Pryor Cashman Legal Update (April 2012)

- Author, *SEC Approves “Seasoning” Requirements for Reverse Merger Companies*, Pryor Cashman Legal Update (December 2011)
- Author, *Access Denied: U.S. Court of Appeals Invalidates Proxy Access Rule*, Pryor Cashman Legal Update (August 2011)
- Co-Author (with David Parsly), *“Going Dark” – Process and Considerations*, Pryor Cashman Legal Update (July 2011)
- Co-Author (with David Parsly), *“Going Private” – Process and Considerations*, Pryor Cashman Legal Update (June 2011)
- Author, *NASDAQ Gains Approval for BX Venture Market for Smaller Companies*, Pryor Cashman Legal Update (June 2011)
- Author, *SEC Proposes Rules Regarding the Independence of Compensation Committee Members and Advisers, and Related Disclosure Requirements*, Pryor Cashman Legal Update (April 2011)
- Author, *SEC Adopts Proxy Access Rules for Public Companies*, Pryor Cashman Legal Update (September 2010)
- Co-Author (with Durre Hanif), *The Dodd-Frank Wall Street Reform and Consumer Protection Act: A Summary of Corporate Governance and Executive Compensation Provisions*, Pryor Cashman Legal Update (August 2010)
- Co-Author, *SEC Adopts Changes to Compensation and Corporate Governance Disclosure Rules*, Pryor Cashman Legal Update (December 2009)
- Author, *SEC Delays Vote on Proxy Access Rules and Grants Extension for Compliance with Section 404(b) of the Sarbanes-Oxley Act*, Pryor Cashman Legal Update (October 2009)
- Author, *House Approves Legislation Requiring Say-on-Pay Compensation Committee Independence*, Pryor Cashman Legal Update (August 2009)
- Author, *Delaware Legislature Adopts Amendments to Delaware General Corporation Law Regarding Proxy Access and Other Issues*, Pryor Cashman Legal Update (July 2009)
- Author, *SEC Approves Amendments to NYSE Rule 452 and Proposes Other Disclosure Enhancements*, Pryor Cashman Legal Update (July 2009)
- Author, *Proxy Access Proposal*, Pryor Cashman Legal Update (May 2009)

## News

- Pryor Cashman Represents Marina Biotech, Inc. in Licensing Agreement With Monsanto Company
- Partner Stephen Goodman and Counsel Michael Campoli Author Legal Update About JOBS Act Facilitating Access to U.S. Capital Markets
- Pryor Cashman Represents Marina Biotech, Inc. In \$5M Private Placement
- Counsel Michael Campoli Authors Legal Update About The SEC's Approval Of “Seasoning” Requirements for Reverse Merger Companies
- Counsel Michael Campoli Authors Legal Updated About U.S. Court of Appeals' Invalidation of Proxy Access Rule

- Attorneys Michael Campoli and David Parsly Author Legal Update About "Going Dark"
- Attorneys Michael Campoli and David Parsly Author Legal Update About "Going Private"
- Counsel Michael Campoli Authors Legal Update About NASDAQ's BX Venture Market for Smaller Companies
- Pryor Cashman Represents Marina Biotech, Inc. in Firm Commitment Underwritten Public Offering
- Pryor Cashman Represents Henry Schein in Acquisition of Alpha Scientific Medical
- Counsel Michael Campoli Authors Legal Update About SEC Proposed Rules Regarding Compensation Committee Members and Advisers
- Pryor Cashman Represents Marina Biotech, Inc. in Firm Commitment Underwritten Public Offering
- Pryor Cashman Represents Cowen and Company, LLC as Underwriter in Bionovo's \$30 Million Public Offering
- Pryor Cashman Acts as Underwriter's Counsel in Initial Public Offering
- Pryor Cashman Announces Promotions to Partner and Counsel
- Pryor Cashman Represents Marina Biotech, Inc. in Registered Direct Offering
- Pryor Cashman Represents Placement Agents in Registered Direct Offering
- Associate Michael Campoli Authors Legal Update on SEC Amendments to Proxy Rules
- Pryor Cashman Represents Rodman & Renshaw, LLC in Underwritten Public Offering of Common Stock
- Pryor Cashman's Michael Campoli and Durre Hanif Author Legal Update on Dodd-Frank Wall Street Reform and Consumer Protection Act
- Pryor Cashman Client Marina Biotech, Inc. Acquires SMARTICLES® Intellectual Property
- Pryor Cashman Client Marina Biotech, Inc. Acquires Cequent Pharmaceuticals, Inc.
- Pryor Cashman Client MDRNA, Inc. to Acquire Cequent Pharmaceuticals
- Pryor Cashman Represents MDRNA, Inc. in Registered Direct Offering of Common Stock and Warrants
- Associate Michael Campoli Authors Legal Update on Recent Amendments Adopted by SEC that Require Enhanced Compensation and Corporate Governance Disclosures
- Pryor Cashman Represents Javelin Pharmaceuticals in Registered Direct Offering
- Associate Michael Campoli Authors Legal Update on Status of SEC's Proxy Access Proposal and Grant of Extension for Smaller Public Companies to Comply with Section 404(b) of Sarbanes-Oxley Act

- Associate Michael Campoli Authors Legal Update on Corporate and Financial Institution Compensation Fairness Act of 2009 Requiring Say-on-Pay and Compensation Committee Independence
- Associate Michael Campoli Authors Legal Update on Delaware Legislature's Adoption of Amendments to Delaware General Corporation Law Regarding Proxy Access
- Associate Michael Campoli Authors Legal Update on SEC Approval of Amendments to NYSE Rule 452
- Pryor Cashman Team Closes Biotechnology Financing
- Associate Michael Campoli Authors Legal Update on Proxy Access Proposal
- Pryor Cashman Represents Henry Schein, Inc. in Acquisition of Ocean Medical Supply, Inc.
- Pryor Cashman Client Javelin Pharmaceuticals Completes Registered Direct Offering
- Pryor Cashman Represented Purchaser in Biggest NYC Commercial Property Sale of 2007
- Pryor Cashman Client Javelin Pharmaceuticals, Inc. Closes Takedown of Shelf Registration
- Pryor Cashman Represents Henry Schein Inc. in Acquisition of Discus Dental Software
- Pryor Cashman Closes \$1.8 Billion Record-Size Office Building Transaction in Record Time
- Pryor Cashman Represents Barcelona-based Company in Complex Acquisition of Prime Manhattan Site for Residential Development
- Pryor Cashman Structures Sale of Klein Candy to Core-Mark Holding for \$55 Million
- Pryor Cashman Negotiates Acquisition of Main Street Restaurant Group
- Pryor Cashman Completes Three Acquisitions of Information Technology Companies for Leading Multinational Publisher

### **Events**

- Pryor Cashman Announces Sponsorship Of 2011 Annual Global Investment Conference in NYC
- Pryor Cashman Announces Sponsorship Of DealFlow Media Beijing Conference