

**Practice Areas**

- Investment Management Group
- Corporate
- Intellectual Property
- Banking and Finance
- Digital Media

**Education**

- J.D., New York University School of Law, 1977
- A.B., University of Chicago, Honors, 1970

**Bar Admissions**

- New York (1978)

**Stephen M. Goodman**

Partner  
[sgoodman@pryorcashman.com](mailto:sgoodman@pryorcashman.com)

7 Times Square  
New York, NY  
10036-6569

Direct Tel: 212-326-0146  
Direct Fax: 212-798-6340



Stephen M. Goodman is co-head of the Mergers and Acquisitions Practice at Pryor Cashman LLP. He has extensive experience representing technology-based companies in public offerings; private placements; limited liability company, partnership and joint venture agreements; and complex arrangements for the acquisition, sale, development and commercialization of patents, copyrights and trademarks, in particular for drug compounds and formulations, software and other technology.

Mr. Goodman has also written on topics ranging from export controls relating to biotechnology research to raising seed capital for entrepreneurial companies and has lectured on various aspects of pharmaceutical/biotech collaboration agreements.

Mr. Goodman has been responsible for negotiating and documenting the following representative transactions:

- On behalf of a multi-national professional publishing company, acquisitions of the stock or assets of more than thirty targets, in transactions ranging in value up to \$1 billion, including acquisitions involving counsel in multiple jurisdictions, auction transactions and several involving friendly tender offers for the stock of publicly-traded companies
- On behalf of a development stage biotechnology company, a private financing of \$8.4 million to advance a client's two lead drug programs and a "double-dummy" reverse merger a second biotechnology company, creating a single company with multiple drug programs which has been purchased by a public pharmaceutical company for more than \$100 million
- On behalf of an early pioneer in internet music delivery, two private preferred equity financings, the second led by a major hedge fund
- On behalf of a company developing compounds believed to have wound-healing and other regenerative properties, acquisition of a portfolio of patents for certain compounds together with clinical trial data filed with regulatory agencies related to these compounds
- On behalf of a public company in the field of monoclonal antibody research, an initial and a secondary public offering
- On behalf of a company in the field of RNAi therapeutics, acquisition of an entire division of a company engaged in RNAi research for influenza

- On behalf of a warehousing logistics software company, a set of master documents for licensing and maintaining the company's software
- On behalf of a company offering menu-driven iPod applications for foreign language translation, a license to utilize voice recognition software to enhance the utility of its programs
- Multiple licenses for the use of university or research institute technology, including a license for exclusive worldwide rights to patents and patent applications covering a naturally occurring peptide and its derivatives in the fields of obesity, appetite suppression, reducing food intake, inducing weight loss and inducing satiety and another for a compound with potential for treating various conditions of the central nervous system, including addiction
- A Feasibility Study, Option and License Agreement for the development of a client's lead drug candidate for moderate-to-severe pain
- Agreements with major textbook publishers for conversion of print or electronic textbooks into interactive formats utilizing client's proprietary software and coding

Mr. Goodman is a 1977 graduate of New York University School of Law, where he was Order of the Coif and Articles Editor of the Annual Survey of American Law.

#### **Previous Positions**

- Willkie Farr & Gallagher LLP, Associate (1977-80)
- McGraw Hill Publishing Co. (1972-74)

#### **Publications**

- Author, *Still Room for Finders? Courts Question SEC View of Broker Activity*, BNA Securities Regulation & Law Report (2011)
- Author, *If You Smell Smoke, When Do You Report the Fire?*, BNA Pharmaceutical Law & Industry Report (2011)
- Author, *FINRA Seeks to Monitor Broker Compensation in Non-Member Private Offerings Through Pre-Filing Requirement*, Pryor Cashman Legal Update (February 2011)
- Author, *Practice Tip: Use Stickers To Reflect Material Changes In A Form S-1 Resale Registration Statement*, Securities Law and Regulation Report, 43 SRLR 273 (February 2011)
- Author, *Dodd-Frank Redux: SEC Seeks To Clarify "Accredited Investor" Net Worth Calculation*, Pryor Cashman Legal Update (February 2011)
- Author, *Vanishing Breed: The Narrowing Opportunities for Unregistered Finders*. BNA Securities Regulation and Law Reporter (October 2010)
- Contributing Author, *Understanding the Health Care Reform Bill – An Immediate Look at the Potential Impact of the Patient Protection and Affordable Care Act*. Authored chapter on "The U.S. Health Care Industry after Reform: Every Player Gets New Rules and Details Matter." Aspatore Books (June 2010)

- Author, *SEC Says Again: Transaction-Based Compensation Triggers Registration Requirement*, Pryor Cashman Legal Update (June 2010)
- Author, *Healthcare Reform - Research Stimulus Provisions*, Pryor Cashman Legal Update (May 2010)
- Author, *Angel on Board: Challenges of Early-Stage Funding*, gatheringofangels.com and Securities.Law360.com., September 2009, reprinted, Innovation e-Review (March 2010)
- Author, *Owning the Record – Whose E-Document Is It Anyway?*, Bloomberg Corporate Law Journal, Volume 4, Winter 2009
- Deputy Editor-in-Chief (2009-10) and Co-Editor, Winter 2008, Spring 2010 and Winter 2011 issues of *The SciTech Lawyer* (published by the American Bar Association Section of Science and Technology)
- Author, *National Security and Scientific Research - Tips On How To Avoid Violating Export Control Regulations*, Genetic Engineering News (February 2007)
- Author, *Good Faith and the Directors' Duty to Seek Information*, New York Law Journal (September 23, 2004)

### Speaking Engagements

- Speaker, “*Founding a Life Sciences Company: Legal and Accounting Aspects of Starting a Business*”, Columbia University Technology Ventures (December 2011)
- Speaker, “*The Healthcare Industry After Reform*”, Healthcare Vertical, Spring Meeting of IMAP, Inc., an international network of merger and acquisition specialists (April 2010)
- Panel Member, *Creation and Implementation of Critical Termination Provisions in Pharma/Biotech Collaborative Agreements*, American Conference Institute’s 13th Advanced Forum on “Structuring, Negotiating and Managing Pharma/Biotech Collaborative Agreements – Allocating Rights, Responsibilities & Rewards in Licensing, Strategic Alliances and Partnering Deals,” Manhattan (November 2009)
- Co-Instructor, *The ‘Win-Win’ Collaborative Agreement: Practical and Ethical Negotiating and Drafting Strategies*, American Conference Institute’s 12th Advanced Forum on “Structuring, Negotiating and Managing Pharma/Biotech Collaborative Agreements – Allocating Rights, Responsibilities & Rewards in Licensing, Strategic Alliances and Partnering Deals”, Manhattan (November 2008)
- Co-Chair, *Emerging Issues In Biotechnology Law*, ALI-ABA Conference, Washington, DC (September 2007)
- Moderator, Seminar entitled *Tissue Regeneration Without Use of Embryonic Stem Cells*, Manhattan (May 2006)
- Co-Chair, *Beyond Legal: A Business Approach to Corporate Governance*, American Bar Association's Tort Trial & Insurance Practice Section, Manhattan (May 2006)

## Teaching Positions

- Adjunct Professor of Copyright Law, Pace University School of Law (1996-97).

## Professional Affiliations

- New York State Bar Association, Member, International Law Section, Committee on International Intellectual Property
- American Bar Association: Member of Governing Council, Science and Technology Law Section; Member, Sections on Business Law and Intellectual Property

## Distinctions

- Singled out by *Legal 500 US 2009* in naming Pryor Cashman as one of the top Media, Technology and Telecoms firms in the United States

## Other Activities

- Mentor, The Eugene Lang Entrepreneurship Center, Columbia Business School (2006 – present)
- Former President (2001-04) and Member of Executive Committee (2000 – present), Westchester (NY) Region, American Jewish Committee
- Member, Business Advisory Board, Institute for the Study of Aging/Alzheimer's Drug Discovery Foundation
- Member, Advisory Board, Taub Institute for Research on Alzheimer's Disease and the Aging Brain, Columbia University Medical Center

## News

- Partner Stephen Goodman Article Analyzing SEC View of Broker Activities Published by BNA Securities Regulation & Law Report
- Pryor Cashman Partner Selig D. Sacks Chairs The Panel - "IPO in U.S. or China?" At The First Annual US-China Innovation & Cooperation Conference Held At The Marriott Marquis Hotel And NASDAQ Stock Exchange
- Corporate Partners Stephen M. Goodman and Robert W. Ray Author Legal Update "SEC Adopts Final Rules To Establish Whistleblower Program"
- BNA Pharmaceutical Law & Industry Report Publishes Article by Partner Stephen Goodman Analyzing When to Disclose FDA Adverse Event Reports Under U.S. Supreme Court's Matrixx Decision
- Partner Stephen Goodman Speaks To InfoTech & Telecom News About AT&T Acquisition Of T-Mobile
- Partner Stephen Goodman Authors Legal Update About FINRA Attempt to Monitor Broker Compensation in Non-Member Private Offerings Through Pre-Filing Requirement
- Partner Stephen M. Goodman Publishes Article About Making Material Changes In Form S-1 Resale Registration Statement

- Partner Stephen Goodman Authors Legal Update About Dodd-Frank Act and SEC Attempt To Clarify "Accredited Investor" Net Worth Calculation
- Pryor Cashman Represents Cowen and Company, LLC as Underwriter in Bionovo's \$30 Million Public Offering
- Partner Stephen Goodman Authors "Vanishing Breed: The Narrowing Opportunities for Unregistered Finders" for BNA Securities Regulation and Law Reporter
- Pryor Cashman Represents National Securities Corp. In PIPE Transaction
- Pryor Cashman Transaction, Acquisition of China Medicine Corporation by One Equity Partners, Recognized As "Health Care/Life Sciences Deal of the Year" in The M&A Advisor 2nd Annual International Awards
- Pryor Cashman Represents Marina Biotech, Inc. In Transaction Involving Carbetocin Patent Rights and Technology
- Pryor Cashman Client Marina Biotech, Inc. Acquires SMARTICLES® Intellectual Property
- Partner Stephen Goodman Speaks To Investment Dealers' Digest About Pay-To-Play Scandal In Pension Fund Industry
- Partner Stephen Goodman Authors Special Report On Health Care Reform Bill
- Partner Stephen Goodman Authors Legal Update Re SEC Ruling That Transaction-Based Compensation Triggers Registration Requirement
- Partner Stephen Goodman Authors Legal Update On Patient Protection and Affordable Care Act
- Partner Stephen Goodman Speaks At IMAP Conference On Healthcare
- Partner Stephen Goodman Interviewed About Hedge Funds and Brokered CD Market
- 8 Pryor Cashman Attorneys Named "Empire State Counsel" For Pro Bono Efforts
- Partner Stephen Goodman Speaks To PharmaWire About Nobel Biocare/ISC Holdings Litigation
- Pryor Cashman Client China Medicine Corporation Closes \$70 Million Equity Financing
- Pryor Cashman Client Dokumental Schreibfarben GmbH & Co. KG Agrees To Purchase National Ink, LLC And Shanghai National Ink. Co. Ltd.
- Pryor Cashman Honored At Cancer Summit Celebrating Joining Of Gilda's Club Worldwide And The Wellness Community
- Partner Stephen Goodman Publishes Article On Challenges of Early-Stage Funding
- Partner Stephen Goodman Interviewed By MacNews World About Impact of Steve Job's Health Issues On Apple Shareholders
- Legal 500 US 2009 Again Names Pryor Cashman as One of Top U.S. Media, Technology and Telecoms Firms
- Pryor Cashman Team Closes Biotechnology Financing

- Partner Stephen Goodman Authors Article on Employer's Right to Retain Departing Employee's Emails and Contact List
- Partner Stephen Goodman Reprises Role as Co-Editor of ABA Publication "The SciTech Lawyer"
- Partner Stephen Goodman Gives Master Class On Pharma/Biotech Collaborative Agreements
- Partner Stephen Goodman To Give Master Class On Pharma/Biotech Collaborative Agreements
- Partner Stephen Goodman Co-Edits ABA Publication "The SciTech Lawyer"
- Partner Stephen M. Goodman Quoted In Mergers & Acquisitions Article About Spinoffs
- Partner Stephen Goodman Quoted By Reuters On News Corp. Bid For Dow Jones
- Partner Stephen Goodman Authors Article on How to Avoid Violating Export Control Regulations
- Pryor Cashman Assists Biotechnology Investment Company in Formation and Investments
- Pryor Cashman Represents Nastech Pharmaceuticals in Drug Development Deal with Amylin Pharmaceuticals
- Pryor Cashman Team Negotiates Supply Agreement Between Nastech Pharmaceuticals and Procter & Gamble
- Pryor Cashman Hosts Seminar on Tissue Regeneration Without Use of Embryonic Stem Cells
- Partner Stephen Goodman Chairs Conference on Corporate Governance
- Pryor Cashman Represents Nastech Pharmaceutical in Business Expansion Transactions
- Pryor Cashman Completes Three Acquisitions for Leading Multinational Publisher

### **Events**

- Partner Stephen Goodman Chairs Conference on Corporate Governance
- Partner Stephen Goodman Speaks At IMAP Conference On Healthcare
- Partner Stephen Goodman To Give Master Class On Pharma/Biotech Collaborative Agreements
- Partner Stephen Goodman To Speak At Columbia University Seminar On Founding A Life Sciences Company
- Pryor Cashman Hosts Seminar on Tissue Regeneration Without Use of Embryonic Stem Cells
- Pryor Cashman Partner Goodman To Speak At ACI Conference on Structuring, Negotiating and Managing Pharma/Biotech Collaborative Agreements
- Pryor Cashman Partner Stephen Goodman Involved In Planning Of Major Conference On Emerging Issues In Biotechnology Law