

gunnercooke



Noreen R. Weiss
Chair-US
Managing Partner New York

Direct: +1-646-513-3284
Fax: +1-646-513-3283
Mobile: +1-917-751-6039

Gunnercooke US LLP
1 Rockefeller Plaza #1111
New York, NY 10020 USA

Noreen.weiss@gunnercooke.com

As Chair of gunnercooke US, Noreen Weiss is spearheading the launch of the firm into the United States. She is entrepreneurial lawyer serving growing companies, multinationals, SMEs, angel investors and VC funds. She is an accomplished corporate, transactions and commercial advisor for founder teams, C-Suites, Boards of Directors, and investors. Noreen provides commercially savvy advice on the cutting edge of law and technology, and leverages her broad and deep experience with cross border business development, capital markets and finance, securities law, M&A/JVs, and corporate and commercial matters to advise businesses in all stages of the corporate life cycle, and to assist investors with tech and growth company investments. Her work includes seed to late stage finance, IPOs, securities law and regulatory compliance, international corporate structuring and business development, global expansion through subsidiary formation or M&A and JVs, corporate governance, and General Counsel services that span a broad range of disciplines and commercial operations including IP protection strategy and licensing, product sales and distribution, franchising regulations, incentive compensation, employment law compliance oversight, consumer protection and data privacy, and commercial contracts.

As outside general counsel, Noreen marries her deep specialization with the curiosity of a generalist. She embraces new industries and technologies, becoming deeply familiar with her client's products and business, and manages all legal needs, including coordinating other law firms working as a team on cross border or interdisciplinary projects. In addition to advising on strategic transactions and governance issues, she also personally advises on nuts-and-bolts operational issues relevant to all businesses, from employment law matters to office lease review. She also has particular expertise assisting businesses expanding globally.

Background: As Chair of the US firm of a multinational law firm, and formerly a practicing lawyer in London, New York and Tokyo with a premier international law firm, as well as in-house counsel for international corporate development for Home Box Office, Noreen has spent her career focused on business and finance for innovative companies doing business globally, and investors in those companies, at the highest level of business and finance.

Industries: Cosmetics and FDA regulated health & beauty products, and food and wine; digital media; advertising; fashion; e-commerce and retail; FinTech; blockchain products and smart contract developers; software development and SaaS; IT and big data; EdTech; health-tech; mobile telecommunications and apps; financial services, investors and investor funds.

Representative Transactions List available on request.

PRACTICE AREAS

Corporate Affairs, Finance, Securities, and Strategic Development

Corporate Law and Governance

Global Business Expansion

M&A, Joint Ventures, and Strategic Alliances

Corporate Finance: Growth Co Financing, Angel and VC Investments; IPOs, ICOs, STOs and SEC compliance

Capital Markets deals: domestic and cross-border, listed, and hybrid public/private and primary/secondary securities offerings

Start-up and Growing Businesses Services: Entity formation, Stockholders' Agreements, Founders Agreements and Restricted Stock grants, Cap table management, Incentive Compensation and Option Plans

General Counsel Services, Commercial Operations

Product sales and distribution, franchising

Licensing – IP, software, technology, trademark and copyright licensing

Employment law compliance

Blockchain and smart contracts, digital currency regulatory compliance

Innovative industry regulations

PRIOR EXPERIENCE

Cleary Gottlieb Steen & Hamilton (London, New York and Tokyo), Associate 1988-95

HBO, Senior Counsel, International Corporate Development 1995-2003

MacDonald Weiss PLLC, co-founding partner 2014-2022

EDUCATION

Fordham University School of Law, J.D. *cum laude*, 1988

Articles Editor, *Fordham Law Review*

Pennsylvania State University, Schreyer Honors College, B.S. Accounting *summa cum laude*, Evan Pugh Scholar, 1985

L'Institut Universitaire de Technologie de Nice, France, 1984

BAR ADMISSION New York, 1989

International Bar Association, Officer, Closely Held Companies Committee

The Indigenous Peoples Education Fund

supporting higher education of Native Americans, Executive Director

Golden Seeds Member, Angel Investor

Advisory Board, Brooklyn Museum of Art

Speaking Engagements:

March 24, 2023, *Venture capital investments in legal tech and technology industries*, IBA Latin America Regional Forum, Cartagena, Colombia.

November 1, 2022, *Public vs private: the cost / benefit of being a public company*, IBA Annual Conference, Miami, FL.

March 25, 2021, *Innovation and Entrepreneurship in the Next Normal (SPACs, ESG)*, IBA Virtual Entrepreneurship Conference.

November 7, 2019, Co-Chair: *M&A Trends in Latin America*, IBA Entrepreneurship Conference, São Paulo, Brazil.

October 24, 2019, Lecture *A Legal Perspective on Blockchain Products*, Columbia University, New York.

September 25, 2019, Panelist: *Virtual Currencies vs. Real Insolvencies*, IBA Annual Conference, Seoul, S. Korea.

May 20, 2019, Session Chair and Moderator: *Blockchain technology and digital currencies: the next bubble or here to stay?* IBA Entrepreneurship Conference, Copenhagen, Denmark.

January, 2019, *Fundraising via ICO, A Regulatory Perspective*, IR Global Virtual Round Table

October, 2018, *Cybersecurity and Data Privacy Issues for Autonomous Vehicles*, at Mondial Tech (Paris Auto Show)

October, 2018 *Showcase Session on ICOs*, Rome, Italy, International Bar Association Annual Conference

September 2018 *Nuts and Bolts: Expanding to the US, and Raising Money in the US*, Munich, Berlin, Hamburg, Stockholm accelerator event tour

May and, 2018 *Demystifying ICOs and the Application of the US Securities Laws to Token Offerings*, New York; Tallinn, Estonia; London, England

February 5, 2018, *Successfully Navigating US Market Entry and Raising Capital in the US*, Sup46, Stockholm, Sweden

October 8-13, 2017, *Emerging Trends in Crowdfunding Regulation and Transactions*, International Bar Association Conference, Sydney, Australia

October 8-13, 2017, Session Chair and Moderator: *When investors and founders collide – preventing, diffusing and resolving disagreements about corporate strategy, in good times and in times of financial crisis*, International Bar Association Conference, Sydney, Australia

May 2017, *Raising Capital in the US and Navigating US market entry*, Tehnopol Startup Incubator, Tallinn, Estonia; Startup Sauna, Helsinki, Finland; Startup Stockholm, Stockholm, Sweden.

September 20, 2016, *David vs Goliath: How Small Entrepreneurs can be Successful in Negotiations with Multinational Corporations*, International Bar Association Conference, Washington DC.

October 21, 2015, *Accessing US Capital Markets: Understanding the US Investment Landscape*, Pinsent Masons Bootlaw Seminar, London.

October 8, 2015, *Advising Entrepreneurship: From Start-up to Scale-Up*. IBA Annual conference, Vienna. Closely Held and Growing Business Enterprises Committee panel speaker and moderator.

September 10, 2015, *The Regulatory Basis for Securities Based Crowdfunding, Regulations of Online Portals, and Regulation A*, Knowledge Congress Webinar.

August 18, 2015, *Real Estate Capitalization Techniques Through Securities-based Crowdfunding and Regulations A*, Webinar for National Conference Center.

October 2014, *Start-ups and capital markets: "JOBS Acts" around the world – stimulating growth or blowing a bubble?* IBA Annual Conference, Tokyo, Capital Markets Forum

October 2014, Closely Held and Growing Business Enterprises Committee panel *Company financing: Alternative ways of funding for private business and family companies*. IBA Annual Conference, Tokyo.

September 2014, Beijing: China International Legal Affairs & Culture Exchange Center, 2-day forum on Bridging the Legal and Cultural Divide between the US and China– A Forum for Chinese Business and Legal Profession. US Advisory Board member, panel moderator and presenter on topics related to business start-up, capital markets and US Securities laws.

May 2014, Helsinki and Stockholm, The Bold Alliance of European Technology Companies, Annual Meeting: *The Current Landscape for Raising Capital in the US, New Capital Markets and Financing Techniques being Developed in the Wake of the JOBS Act*.

December 18, 2013, the Knowledge Congress webinar: *IPOs, Private Placements and Crowdfunding: How the JOBS Act Spawned a Corporate Finance Revolution*. Live Webcast.

December 2, 2013, New York City Bar Assoc.: *The JOBS Act, Crowdfunding and Financing for Film and Entertainment*.

Recent publications:

International Governance: Managing Cross Border Risks as a Global Director, IR Global in association with the Association for Corporate Counsel, February 2020

Status of Crowdfunding Regulation in the United States, International Bar Association, September, 2019

Fundraising via ICO, A Regulatory Perspective, IR Global Virtual Round Table, January 2019

Demystifying ICOs- Application of the US Securities Laws to Token Offerings, International Bar Association, August, 2018

How to Navigate US Market Entry, and Raise Capital in the US, February 5, 2018, Stockholm, Sweden

Emerging Trends in Crowdfunding Regulation and Transactions, October 11, 2017

Teaching an Old Dog New Tricks: Regulation A+ - Final Rules Amending Regulation A, August 5, 2015.

Regulation "A+": Proposed Amendments to Regulation A-Efforts to Create a Viable Small Issues Exemption, 1/20/2014.

Regulation Crowdfunding: Proposed Rules by the SEC to give effect to the Crowdfunding Provisions of Title III under the JOBS Act, November 15, 2013

Crowdfunding – Clearing Away the Fog, September 20, 2013

A Seismic Shift in the Securities Law: The Elimination of the Ban on the Use of General Solicitation or General Advertising in Certain Private Placements, and What It Means for Issuers, Accredited Investors, and Crowdfunding, Sept. 20, 2013