



Mary Ann Frantz

 Partner

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“I enjoy getting to know clients—their business strategies and goals, as well as their achievements and inspirations—and helping them prepare corporate documents that are clear, accurate, and professional. I provide clients with high quality, practical answers swiftly and efficiently, drawing on the experience I have acquired over four decades of assisting public and private companies and nonprofit corporations with their securities, business, and corporate governance issues.”

Mary Ann Frantz concentrates her practice in the areas of securities regulation, capital finance, corporate governance, mergers and acquisitions, and shareholder meetings and proxy contests. From a transactional standpoint, she has assisted clients with equity and debt securities offerings, both public and private; mergers, acquisitions, and sales of businesses; executive compensation; and other business transactions. Mary Ann also advises public and private companies on compliance with SEC reporting and disclosure requirements and counsels business and nonprofit corporations regarding corporate governance issues. She enjoys working with clients across many industries in preparing complex disclosure documents and identifying and finding creative solutions to problems before they become serious, which she likens to her lifelong passion for solving puzzles. Mary Ann has worked with companies in several regulated industries, including banking, alcoholic beverages, and healthcare.

Companies that Mary Ann advises with respect to securities and corporate issues include AccuShoot, Inc.; Bank of Commerce Holdings; Barrett Business Services, Inc.; BigML, Inc.; First Northwest Bancorp; Glacier Bancorp; and Pacific Financial Corporation.

Professional Activities

- Oregon State Bar, member
 - Securities Regulation Section, Executive Committee, chair, 1990-1991
 - Business Section, task force to rewrite the Oregon Nonprofit Corporation Act, 1988-1991
- American Bar Association, member
 - Federal Regulation of Securities, committee member

Education

J.D., Stanford Law School, 1978

B.A., Stanford University, with distinction, economics, 1975

- Phi Beta Kappa

Bar Admissions

Oregon, 1978

Civic Activities

- Provides pro bono services to a number of nonprofit organizations
- Girl Scouts of Oregon and SW Washington
 - Board chair, 2021-present
 - Board of directors, 2013-present
- Neighborhood House, board of directors, past president

Representative Experience

Acquisition or Sale of Business

- Represented Spanish subsidiary in its sale to a U.S. software holding company in a transaction valued at \$5 million, including assistance in negotiating the sale terms and preparation of transaction and closing documents.

Offering of Preferred Stock

- Represented U.S. company offering a machine learning platform as a service in a \$10 million Series B-2 Convertible Preferred Stock offering, including term sheet, designation of terms, stock purchase agreement, voting agreement, investor rights agreement, closing documents, and related governance documents.
- Formed a Delaware subsidiary and prepared offering documents for founders preferred stock offering, including organizational documents, offering documents, securities filings, and related corporate instruments.

Offering of Debt Securities

- Represented Pacific Northwest bank holding company in \$40 million subordinated debt offering, including review of offering materials and transaction documents, preparation of securities compliance documents, assistance with closing documents, and registration of exchange offering with the Securities and Exchange Commission.

Equity Compensation

- Since 2019, assisted several public and private companies with preparation, adoption, and implementation of stock incentive compensation plans, including stock option, restricted stock, restricted stock unit, and performance share award agreements, as well as required securities filings with the Securities and Exchange Commission and state securities divisions.

Corporate Governance

- Provided advice on a wide variety of corporate documents, including board committee charters, environmental, social and governance policies, codes of ethics and business conduct, conflicts of interest policies, stock ownership guidelines, whistleblower policies, compensation clawback policies, share repurchase programs, and indemnification agreements.

Publications

- “Proxy Adviser Updates Policy for Analyzing Executive Pay,” *Portland Business Journal* (Dec. 2012)
- “Whistleblowing Protections Cook Wild Oats,” Miller Nash (Aug. 2011)
- “Advisory Votes on Executive Compensation,” Miller Nash (Feb. 2011)
- “Ruminations on Liquidity,” Miller Nash (Nov. 2010)

Presentations

- “Executive Director-Board Relations: How to Make It Work,” Nonprofit Association of Oregon Nonprofit Leaders Network, panelist (June 2018)
- “Promoting CSR at the State and National Levels: Non-Financial Disclosure Mandates,” Lewis & Clark Law School, Business Law Fall Forum, moderator (Oct. 2016)
- “Key Employees: Wooing, Rewarding & Parting—What to Consider in Employment Agreements,” Miller Nash Graham & Dunn, Breakfast Roundtable series (May 2016)
- “Mechanics of Private Company Equity Financing,” Oregon State Bar, Business Law Section CLE (Nov. 2015)
- “Getting the Deal Done Right: An M&A Simulation,” (Mar. 2015)
- “Effectively Advising and Representing Boards of Directors,” Oregon State Bar, Business Law 2012: From Fiduciary Duties to Social Media CLE, panelist (Nov. 2012)
- “Various Issues in Dodd-Frank Compliance,” Gonzaga University School of Law, The Dodd-Frank Wall Street Reform & Consumer Protection Act Symposium (Nov. 2011)
- “Key Issues in Regulatory Reform,” Oregon State Bar, Northwest Securities Institute (Feb. 2011)
- “Developments in Disclosure Regulation,” 2010 Willamette Securities Regulation Conference, panelist (Oct. 2010)
- “Key Employees: Wooing, Rewarding & Parting—What to Consider in Employment Agreements,” Miller Nash, Breakfast Roundtable series (May 2010)
- “The State of Banking in Oregon: What You and Your Clients Should Know,” seminar speaker (Jan. 2010)
- “Developments in Disclosure Regulation,” 2010 Willamette Securities Regulation Conference, panelist (Nov. 2009)
- Oregon State Bar, 29th Annual Northwest Securities Institute (Feb. 2009)
- “Developments in Disclosure Regulation,” Willamette Securities Regulation Conference (Oct. 2008)
- “Developments in Sarbanes-Oxley Compliance,” Oregon Bankers Association (Dec. 2004)

Recognition & Honors

- Selected for inclusion as an Oregon Super Lawyer, 2006-present
 - Top 25 Women Oregon Super Lawyers, 2012, 2016, 2018
- Recognized as a “Leader in Their Field” by *Chambers USA* for Corporate/M&A—Oregon
- Selected for inclusion in *The Best Lawyers in America*® (Portland, OR)
 - Banking and Finance Law, 2006-present; “Lawyer of the Year,” 2014
 - Corporate Law, 2006-present; “Lawyer of the Year,” 2017
 - Securities/Capital Markets Law, 2010-present; “Lawyer of the Year,” 2013
 - Securities Regulation, 2011-present; “Lawyer of the Year,” 2012
- Rated A-V® Preeminent™ by Martindale-Hubbell®

Personal Activities

Mary Ann enjoys gardening, singing in her church choir, playing with her grandchildren, listening to and playing music, reading, and exploring the beautiful Pacific Northwest.