

Cyrus Rajabi

SHAREHOLDER

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Cyrus concentrates his practice on business, corporate finance, securities, real estate and insurance law, including investment management and financial services. Representative clients include emerging and established companies, mutual and hedge funds, broker-dealers, investment advisors, insurance and insurance holding companies, developers, entrepreneurs, directors & officers, and individuals, in connection with business, insurance, securities, real estate and regulatory matters including: commercial transactions; securities filings and periodic reporting; corporate governance, regulatory, enforcement and compliance matters; as well as real estate development and construction matters. Cyrus' practice also includes representation of private and public clients in connection with capital-raising activities, including exempt and public offerings, including early and late stage venture capital / private debt and equity offerings, as well as mergers, acquisitions, corporate reorganizations, and divestitures of businesses for both sellers and purchasers.

As a principal in several Colorado business entities, Cyrus has over two decades of business ownership and management experience. He also has nearly two decades of practical experience in the real estate industry, including commercial and residential development.

His business experience includes working with various federal, state and local agencies that impact clients' transactions and operations including the IRS, CAID, CDOR, CDOI, DOJ, FINRA, SBA, SEC and various local planning and zoning departments. With both legal and practical business experience, Cyrus is able to apply his integrated perspective to efficiently and effectively address clients' concerns and needs, often in innovative, more advantageous ways. Cyrus' combined legal, business, and entrepreneurial experience is an invaluable resource, particularly to start-up and growing ventures.

Experience

Cyrus is experienced in a wide variety of business and real estate transactions, including: entity formation matters (covering choice of entity matters, angel and seed-round financing, and private placements); contract negotiation, general business contract drafting and review; license agreements; shareholders' agreements; confidentiality agreements; employment agreements; mergers; acquisitions; non-disclosure, non-compete, and non-solicitation agreements; planning & zoning issues; business and asset sales; development and construction agreements; closing and title document review; commercial and residential leases; sale-and-leaseback transactions; installment land sales; common ownership interest matters; financing matters; security interests; real estate planning as well as strategic planning.

With regard to corporate governance, regulatory, compliance and enforcement matters, Cyrus represents

investment advisors, hedge funds, broker-dealers, professionals, public companies, and their officers and directors in such matters including corporate governance best practices, fiduciary duties, deal structures and techniques as well as in connection with inquiries and investigations by the SEC and numerous other federal and state regulatory agencies, including the DOJ, FINRA, state securities agencies and state attorney general offices.

Cyrus also represents corporations and special committees in internal investigations including investigation of issues related to accounting irregularities, FCPA, insider trading, and potential fraud inquiries as well as other matters.

Significant Representations

- Assisted fund client with sale of \$172.5 million in investments interests in various private equity and venture funds
- Advised target mutual fund (~\$400 million AUM) in connection with merger
- Assisted with completion of \$1 billion SEC reporting company merger with SEC registered stock and cash (2012)
- Assisted with \$122 million common stock offering for oil and gas company
- Assisted insurance holding company with the acquisition of an insurance company
- Represented acquiring insurance company in connection with hostile takeover of a target insurance company
- Assisted with management led LBO of medical practice billing company
- Assisted with private placement of equity and debt financing for development of multi-family real estate development
- Assisted with multiple commercial and residential condominium conversions
- Assisted with privatization of public entity, including corporate documentation and regulatory filings

HONORS & DISTINCTIONS

- Best Lawyers®, 2017-2022 – Corporate Law, Insurance Law, Mergers and Acquisitions Law, Real Estate Law, Securities/Capital Markets Law, Securities Regulation
- Super Lawyers®, 2018-2022
- 2015 Recognized as Top “Forty Under 40” – Denver Business Journal
- America’s Most Honored Professionals – American Registry 2015
- Best in Securities Law – Colorado – Corporate America Legal Elite of 2015
- 2010-2015 Recognized as Colorado “Rising Star” in the area of Securities & Corporate Law by Super Lawyers
- 2014 – 2015 Recognized with 10.0 / Superb Rating by Avvo
- 2013 Top 100 Lawyers Recognition
- 2013 Colorado Business Law Institute Speaker – Capital Formation – Recent Developments – Federal Securities Laws – Overview and Update
- 2013 Colorado Bar Association CLE Speaker – Buy-Sell Agreements and Transfer Restrictions
- 2012 Recognized by CBS / Denver Business Journal under “Making Their Mark” Program
- 2012 Colorado Bar Association Securities Subsection CLE Speaker – Jumpstart Our Business Startups Act of 2012
- 2012 GHP Horwath, P.C. 22nd Annual SEC Reporting Conference Speaker – Jumpstart Our Business Startups

Act Overview and Update

- 2011 Co-Authored Article – SEC Proposes Rule Requiring Disclosure of Payments by Resource Extraction Issuers
- 2011 Co-Authored Article – SEC Proposes Net Worth Standard for Accredited Investors under Dodd-Frank Act
- 2011 Co-Authored Article – SEC Adopts Rules for Say-on-Pay and Golden Parachute Compensation as Required under the Dodd-Frank Act
- 2010 Colorado Real Estate Continuing Education Speaker – Avoiding Land Mines on the Road to Success; Review of Federal & State Security Laws and legal aspects of Real Estate Investments
- 2010 GHP Horwath, P.C. 20th Annual SEC Reporting Conference Speaker – Dodd-Frank Act / Wall Street Reform
- 2007 GHP Horwath, P.C. 17th Annual SEC Reporting Conference Speaker – Shareholder Proposals and Access
- Leeds School of Business, Deming Center for Entrepreneurship Honors
- “Outstanding Service” Award – Colorado House of Representatives
- Phi Alpha Delta “Most Valuable Member” Award
- Pi Tau Sigma National Engineering Honor Society
- Recipient of Beall Merit Scholarship
- Phi Alpha Delta Law Fraternity International, University of Colorado at Boulder Pre-Law Chapter, President: January 1997 to May 1999

PROFESSIONAL & COMMUNITY AFFILIATIONS

- Colorado Bar Association
- Denver Bar Association
- Phi Alpha Delta Law Fraternity
- Rotary International “Pencils for Peace” Program / Paul Harris Fellow
- Associate Board of Directors, Boys & Girls Clubs of Metro Denver
- Arvada Fire Protection District – Reserve Firefighter / EMT

ADMISSIONS

- Colorado

EDUCATION

J.D., University of Colorado at Boulder, 2003

Georgetown University Law Center – International Law Program, Firenze, Italy, 2002

Duke University – Geneva Institute in Transnational Law, Geneva, Switzerland, 2002

B.S., Operations Management, University of Colorado at Boulder, Leeds School of Business 2001 (areas of emphasis in Real Estate; Entrepreneurship & Small Business Management)

PRACTICE AREAS

Banking, Lending & Financial Institutions

Business & Corporate

International Business Transactions

Mergers and Acquisitions

Real Estate

Securities & Finance

BADGES

