



### Michael P. Whalen

Michael Whalen founded Whalen LLP in 2005. Prior to that time, Mike was a partner of O'Melveny & Myers LLP.

Mike is an experienced corporate lawyer. He has the highest possible peer review rating ([AV](#)) by [Martindale-Hubbell](#).

Mike has for many years represented private equity investors and companies in connection with significant transactions: debt and equity fundings, financial restructurings, mergers and acquisitions and large commercial transactions. He has represented the selling stockholders in over 30 public offerings.

Mike has represented MatlinPatterson, a \$9 billion private equity fund, for many years, advising the fund with respect to its investments in portfolio companies in a variety of industries.

Mike has significant experience in working with boards of directors and committees. Mike is particularly interested in designing and implementing the processes through which board members can meet their broad responsibilities while mitigating their potential for personal liability.

Mike's representation of board members includes the representation of outside directors of public companies with respect to the performance of due diligence in connection with public offerings. He represented directors in this regard in connection with the IPO of Huntsman Corporation, the largest IPO in the United States in 2005 (a \$1.8 billion transaction, including the IPO and the related convertible offering).

He has worked extensively with members of audit committees. Mike is the principal author of the chapter on audit committees in the [Handbook for Corporate Officers and Directors](#) published by RR Donnelly.

He has represented borrowers and lenders in many loan transactions and has often represented lessees under equipment leases. He is experienced with restructurings, including a recent equity restructuring of a ten-billion-dollar industrial company and an equity-and-debt restructuring of a billion-dollar manufacturing company. He is also experienced in Rule 144A convertible and high-yield debt offerings, having at various times represented the investment bank, the issuer, the equity sponsor and the indenture trustee.

Mike has been involved in billions of dollars in merger and acquisition transactions. He has also represented bidders and sellers in many asset sales involving companies in bankruptcy. He has been involved in numerous equity financings of start-up or emerging companies, at times representing the company, the venture capitalist, the strategic investor or the angel investor.

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Many of Mike's clients have been technology companies. In addition to finance matters, he has represented them in connection with numerous large commercial contracts, including licensing agreements, outsourcing agreements, software-development agreements, peering agreements, IRU agreements for dark and lit fiber, telecommunications capacity and termination agreements, interconnection agreements, DSL-provisioning agreements, and Internet-services agreements.

While at O'Melveny & Myers, in addition to representing his corporate clients, Mike served as the firm's lead training partner for the Transactions Department, with responsibility for the training and development of the firm's transactional associates and counsel. Mike has lectured on a broad variety of corporate topics, including M&A Agreements, Letters of Intent, Loan Agreements, Conducting Due Diligence, Representing Boards of Directors, and Implementing the Requirements of Sarbanes-Oxley.

### **Education**

Harvard Law School, J.D., 1981: cum laude

University of California, Berkeley, M.A., 1978, Mathematics

Princeton University, A.B. 1977: cum laude; University Scholar.