



→ John R. Hempill

Of Counsel

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John Hempill is of counsel in the Corporate Practice Group in the firm's New York office.

Areas of Practice

John is counsel to a number of companies in various industries. He has extensive experience in private and public finance, ranging from representing private emerging growth companies, venture capital funds and strategic investors in seed rounds and later stage private financings, to representing public companies and investment banks in public offerings, as well as 144A and PIPE financings.

John is also an experienced mergers and acquisitions lawyer for both public and private companies. He has advised clients in both acquisitions and dispositions of companies and lines of business, as well as in other types of negotiated business combinations.

John also has extensive experience with reorganization matters. He has represented numerous debtors in Chapter 11 cases and out-of-court workouts. His debtor clients have spanned a variety of industries, including investment banking, airlines, consumer products and real estate, and have been both domestic and international companies. John is one of the leading experts on the corporate aspects of bankruptcy cases, including sales of assets under Section 363 and securities issuances under Section 1145. In addition to his debtor representations, John has represented Chapter 11 trustees, creditors (both in Chapter 11 cases and out of court workouts), and significant shareholders.

John has represented venture capital and other funds in their formation and capitalization. His practice also involves negotiating and documenting strategic alliances and joint ventures. He regularly counsels corporate boards and committees in transactional and high-profile as well as routine corporate governance matters.

Honors

Recognized Lawyer - M&A/Corporate and Commercial, *Legal 500 US*, 2023-2025

Best Lawyer in America, *Best Lawyers*, 2014-2023

New York Super Lawyer, *Super Lawyers*, 2014-2017

Experience

■ Circuit of the Americas

Provided overall legal counsel for Circuit of Americas, including in the financing and construction of the first

purpose-built Grand Prix facility in the United States and negotiating event agreements.

- **Xplore Technologies**

Represented Xplore Technologies in connection with its acquisition by Zebra Technologies.

- **Astrotech Corporation**

Represented Astrotech Corporation:

- in the sale of its space operations unit to Lockheed Martin
- in its acquisition of Image Trends, a Chapter 11 debtor
- in several private (PIPE) and public offerings of its securities

- **COPE Health Solutions**

Represented COPE Health Solutions in its preferred stock financings

- **TLF Tax Lien Trust**

Represented TLF Tax Lien Trust in connection with its offering of tax lien collateralized notes

Articles

- Arguments For And Against A Venture Exchange

Law360, 04.24.2015

Corporate & Securities Law Blog Posts

- "Lost-Premium Damages under Merger Agreement – Proposed Amendment to the DGCL in Light of Crispo vs. Musk," May 23, 2024
- "FAST Act Speeds-Up Raising Capital," December 21, 2015

Venture Law Blog Posts

- "2020, 2021 and the EC/VC Industry – Review of the Past Year and Predictions for the Current One," March 22, 2021
- "Investments in Emerging Growth Companies Post-COVID-19," June 17, 2020
- "Issues Regarding SEC Proposal to Expand Private Offering Exemptions," March 24, 2020
- "The "Blockchain Amendments" to the Delaware General Corporation Law," June 27, 2017
- "Changes In Intrastate Crowdfunding Rules: Will They Make A Difference?," November 30, 2016
- "SEC Prevails in Regulation A+ Litigation," June 27, 2016
- "Far From The Madding Crowdfunding: A look at the SEC's proposed changes to Rule 147 and Rule 504," November 6, 2015
- "A Change for the Better? The Arguments For and Against a Venture Exchange," April 22, 2015
- "Toward a Transactional Exemption for Emerging Company Investments," February 10, 2015
- "Bringing the Individual Accredited Investor Into the 21st Century," December 18, 2014
- "Crowdfunding 2.0?" June 25, 2014

- "Setting The Record Straight On The New General Solicitation Rules," November 8, 2013
- "Crowdfunding Moves Forward: The SEC Issues Proposed Rules on Crowdfunding," October 30, 2013
- "SEC Eliminates the Prohibition on General Solicitation for Rule 506 and Rule 144A Offerings," July 12, 2013
- "Still Banned: General Solicitation in Rule 506 Offerings," June 28, 2013

Media Mentions

Zebra Technologies' Acquisition of Xplore Technologies
Global Legal Chronicle, 09.24.2018

Memberships

Member, SEC Advisory Committee - Small and Emerging Companies, 2014-2015

Practices

Corporate

Emerging Company & Venture Capital

Joint Ventures and Strategic Alliances

Mergers and Acquisitions

Public Company Corporate Governance and Compliance

Healthcare

Litigation

Securities Enforcement

Private Wealth Services

Industries

Artificial Intelligence

Blockchain

Blockchain and Fintech

Construction

Emerging Company & Venture Capital

Entertainment, Technology and Advertising

Fintech

Food and Beverage

Healthcare

Life Sciences

Nonprofit

Sports

Education

J.D., New York University School of Law, 1982

B.A., University of Chicago, 1979

Admissions

New York