MEET THE DEALMAKERS

Siegmar Pohl

Dr. Siegmar Pohl co-leads the firm's Venture Capital and Emerging Companies practices. Within that, he focuses on representing technology companies in complex corporate transactions from inception to exit. Siegmar's clients include companies and investors in cutting-edge industries, including climate tech, cleantech, renewable energy, ag tech, and automotive. He has built a reputation as the go-to expert on market-entry and cross-border issues in deals involving parties from the U.S., Europe, China, or Japan. His deep experience with seed and venture financing, licensing, joint ventures and alliances, M&A, and strategic investments enables him to help clients implement legal structures and tech transfers that optimize international or domestic tax exposure. Siegmar also provides actionable advice on minimizing legal risks, such as product liability or governance risks, to manufacturers, universities, research institutions, and their board members.

What are the unique aspects of your deal work?

I would say that there are two specific elements that make my practice unusual. First, most of the deals I work on involve a technology component and many also a cross-border component, making each transaction complex in its own way. Sometimes, you have to find a new conceptual framework to get such a deal done, and you must always take into account new developments impacting the particular industry, like regulatory changes, available tax breaks, new subsidies, and so forth. I've developed special skills in non-standard transactions that help bridge the gaps to close seemingly impossible deals. Therefore, many clients come to me for the broader strategic perspective on the deal. Seeing the deal in its entirety – and recognizing that it consists of multiple different, smaller transactions – allows me to find ways to get the parties over impasses that often arise when the parties negotiate one clause at a time. The other

element is that I've learned to recognize when clients are worried about something – even when they haven't yet articulated their concerns, or not even fully understood why they're hesitating to finalize a deal. I've also developed an eye for spotting pitfalls relating to foreign governing law and negotiation culture. Because I know more than one legal system, I can understand the origins of the client's concerns, address them, and explain why we're taking the actions we're taking in a way that makes the client comfortable with the deal we're structuring.

You've practiced both in Germany and in the U.S. What are some of the differences between dealmaking in these two legal systems?
I would say that dealmaking in the U.S. is more dynamic and more fast paced. In terms of the legal practices, one of the biggest differences is that legal documents in the U.S. are often more detailed and spell everything out whereas in the Continental system, many of the terms are implied by statute, which means that Continental documents often rely on referencing code sections. But in recent years, European documents are becoming more "Americanized" and include more details. I also see a preference for different deal structures under certain circumstances as well as different IP systems, valuation methods, price adjustment systems, and accounting principles. So, when handling a cross-border transaction, we need to be very clear and precise to avoid potential misunderstandings.

Do you represent academic and research institutions as well as private-sector enterprises and investors?
I represent universities, research institutions, and startups supported by academia-based incubators. Many research institutions are parties to highly sophisticated and complex deals because innovations in sectors like cleantech, renewable energy, and ag tech are often created through a variety of collaborative efforts, including partnerships between two or more institutions or between academia and the private sector. For example, my colleagues and I represent Europe's largest research institution, with over 30,000 employees, in all its U.S. transactions, including its dealings with other universities, large corporations, smaller companies, and even standardization organizations.

What is the most satisfying part of your work?
I've spent my entire career working with companies and investors in industries that seem to turn science fiction into reality. For example, I do a lot of work with hi tech and cleantech companies, including those working on carbon capture. Now, after decades of R&D and optimization, it's finally the year of groundbreaking. So, we're now seeing factories being built and the promise of cleantech being realized. I help not only get financing for these types of projects, but also help foreign investors or foreign developers and manufacturers understand the regulatory system and permitting requirements, as well as ensure that they get all the tax credits to which they are entitled. Knowing that the deals I've structured have moved the world forward a little bit is very gratifying.

How do you use your legal skills to give back to the community?
I have been doing lot of work for companies that want to become B-Corps or Benefit Corporations, which entails adding an environmental or other public benefit to its corporate purpose. I sometimes help start-ups that are interested in such a switch on a pro bono basis. Also, over the past several years, I've been mentoring startups and scale ups in incubators like the Start2 Group or through the German American Chamber of Commerce, which has presence all over the world, including in China, Japan, India, and the United Arab Emirates. I and other colleagues often give presentations about legal issues that are of interest to these startups. Over the years, many of these scale ups chose to relocate to the U.S. I've helped dozens of companies from Europe, China, and India with market entry, which starts with reorganizing them under the laws of the United States and the state where they've chosen to domicile. It's a great feeling to help a company move to the U.S. because it's a win-win outcome for both the company and the community which often benefits from the technology the company is bringing to the U.S.

It doesn't sound like your work can be accomplished during normal business hours. How do you deal with all the time zones in which your clients are located?
It's true, my work does not fall neatly into U.S. business hours. I've had online shareholders meetings at 11 p.m., bringing together people from India, Pakistan, France, New Zealand, and the U.S., only to have a 5 a.m. videoconference with investors from a European country, then a 5 p.m. call with Asia. So, often, my non-work time is during the day, because I've already worked in the morning and will work again at night.

And sometimes, you have to decompress and do something other than work. One of the ways I accomplish this is by playing the drums in a garage band. We have guitar players and a trumpet player, and we have lots of fun playing classic rock and some slow core. It's mostly a way for us to get together and jam, but we've played in PTA fundraisers and other local events, too. Drumming with my friends not only helps me recharge but it also helps me stay more creative – which is essential for my client work.

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