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2022 DEALMAKERS OF THE YEAR



Mark Stevens



Michael Brown



Ran Ben-Tzur

Fenwick & West

EVERY FEW YEARS, THE ATTORNEYS AT FENWICK & WEST seem to handle an initial public offering for a company that's breaking the mold. From Oracle to Electronic Arts to Pixar, the firm's lawyers are familiar with companies whose novel business models and risk factors add complexity to the IPO process. So when cryptocurrency exchange Coinbase was ready to list, Fenwick was ready, too.

"When they came out they didn't have any directly comparable public companies they were patterning themselves after," says Mountain View, California-based corporate partner Mark Stevens, who worked alongside partners Michael Brown and Ran Ben-Tzur on the IPO. "That's the nature of the practice in the Valley."

Representing a company whose goal is to disrupt financial systems—both for its customers and for itself—posed a series of challenges throughout the IPO process. The fact that it was the first major direct listing on NASDAQ only added to the pressure.

The Securities and Exchange Commission review was atypical, drawn out as the agency determined how to handle the country's first major crypto listing. It didn't take long for the Fenwick team to get on a first-name basis with the SEC examiner handling the matter, calling every day to keep things moving along and educating regulators along the way about the ins and outs of the rapidly evolving crypto industry.

In keeping with Coinbase's ethos of democratizing finance, it wasn't satisfied with going quiet during the registration process. "The hard-and-fast rule that you're limited in what you can say didn't work for a company like Coinbase," Brown says.

With that in mind, the company did a first-of-its-kind Ask Me Anything session on Reddit to field questions from the public about the IPO.

"The first time Ran and I were on the phone with our examiner, he repeated it two or three times," Brown says. "Wait, you want to do what?"

With the SEC's blessing, it went off without a hitch. So did the fully remote company's delicate evasion of the requirement that an S-1 include an address (a footnote explained the lack of headquarters) and the front-page nod to Satoshi Nakamoto, the pseudonym of bitcoin's creator. Both moves were received warmly by Coinbase and its customers.

For Juan Suarez, vice president and deputy general counsel of Coinbase, the listing, which valued the company at nearly \$86 billion, was authentic to the exchange's mission. It offered validation of the maturation of both the company and the industry, he says.

"It wasn't that long ago ... that there were people in the government who thought this technology was at best a joke and at high risk of being illegal in lots of different ways," Suarez says. "Fast forward six or eight years later, to then have one of the biggest listings in the history of NASDAQ, it's just a hell of a journey."

—Ben Seal