



## Noreen R. Weiss

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As co-founder of a boutique law firm, Noreen Weiss is an entrepreneurial lawyer serving growing companies, multinationals, SMEs, angel investors and VC funds. She is an accomplished corporate, transactions and commercial advisor for founder teams, C-Suites, Boards of Directors, and investors. Noreen provides commercially savvy advice on the cutting edge of law and technology, and leverages her broad and deep experience with cross border business development, capital markets and finance, securities law, M&A/JVs, and corporate and commercial matters to advise businesses in all stages of the corporate life cycle, and to assist investors with tech and growth company investments. Her work includes seed to late stage finance, IPOs, ICOs and STOs, securities law compliance, international corporate structuring and business development, global expansion through subsidiary formation or M&A and JVs, corporate governance, IP protection strategy and licensing, product sales and distribution, incentive compensation, and commercial contracts.

As outside general counsel, Noreen marries her deep specialization with the curiosity of a generalist. She embraces new industries and technologies, becoming deeply familiar with her client's products and business, and manages all legal needs including coordinating other law firms working as a team on cross border or interdisciplinary projects. In addition to advising on strategic transactions and governance issues, she also personally advises on nuts-and-bolts operational issues relevant to all businesses, from employment law matters to office lease review. She also has particular expertise assisting non-US businesses expand into the United States through subsidiaries, divisions or branch offices, and US businesses expanding abroad.

**Background:** As a practicing lawyer in London, New York and Tokyo at a premier international law firm, and also as counsel for international corporate development for Home Box Office, Noreen has spent her career focused on business and finance for innovative companies doing business globally, and investors in those companies, at the highest level of business and finance.

From her experience as senior in-house counsel for HBO where she served as part of the international business development team that launched HBO channels and spread HBO original programming around the globe, Noreen gained the unique perspective of a client and the practical insights of a business person. She understands the commercial challenges that executives face each and every day, and she brings this business-minded perspective to all her client matters. Additionally, her experience living and working abroad, in London and Tokyo, for several years has provided her with an intuition for bridging business and legal cultural gaps, facilitating successful business dealings.

**Industries:** Online media services and programming; advertising; fashion, food, and cosmetics; e-commerce and retail; FinTech including crowdfunding platforms and crypto exchange regulation; blockchain products and smart contract developers; software development and SaaS; wearables; IT and big data; EdTech; health-tech; mobile telecommunications and apps; cannabis and hemp products; travel services; financial services and investment funds.

### PRACTICE AREAS

General Corporate and Governance  
International Business Development  
In-bound to US, Outbound, and  
Cross Border Deal Structuring  
M&A, Joint Ventures, and Strategic Alliances,  
emphasis on Cross Border deals  
General Counsel services  
Corporate Finance: Growth Co Financing, Angel  
and VC Investments; IPOs, ICOs and STOs  
Capital Markets deals: cross-border, listed, and  
hybrid public/private securities offerings  
Start-up and Growing Businesses Services:  
Entity formation, Stockholders' Agreements,  
Founders Agreements and Restricted Stock  
grants, Cap table management, Incentive  
Compensation and Option Plans  
Software, technology, trademark and copyright  
licensing  
Blockchain products, smart contracts,  
cryptocurrency regulatory compliance  
Data privacy and consumer protection  
New industries: crypto currency, and cannabis

### PRIOR EXPERIENCE

Cleary Gottlieb Steen & Hamilton (London, New  
York and Tokyo), Associate 1988-95  
HBO, Senior Counsel, International  
Corporate Development 1995-2003  
Noreen Weiss Adler PLLC 2009-2014

### EDUCATION

Fordham University School of Law, J.D. *cum  
laude*, 1988  
Articles Editor, *Fordham Law Review*  
Pennsylvania State University, Schreyer  
Honors College, B.S. Accounting *summa  
cum laude*, 1985  
*L'Institut Universitaire de Technologie de  
Nice*, France

**AT THE BAR: ADMISSION** New York, 1989  
International Bar Association, Officer, Closely  
Held and Growing Business Enterprises  
Committee; Capital Markets Forum  
New York City Bar Association, Corporation  
Law Committee and Woman in the  
Profession Committee  
American Bar Association Business and  
International Law Sections

**Advisory Board**, Brooklyn Museum of Art

## Representative Transactions:

### *General Counsel Services, Start-up and Emerging Company Services*

- Provide Outside GC services, advising on all legal matters including IP licensing, product importation, employment matters, consultant and executive agreements and compensation, office leases, insurance, e-commerce and advertising compliance including contests and sweepstakes: Japanese cosmetics company (Flowfushi / UZU); Australian skin care product manufacturer (Ultraceuticals); several SaaS big data developers; France- and US- based SaaS tech developer for handwriting recognition software; US mobile telecommunications diagnostic software developer (Xcaliber); US crowdfunding platform (TradeUp Capital); US management consulting firm; Brazilian pharma-chemical lab.
- Provide corporate, contract and IP protection strategic advice to advertising agency, US digital media entertainment company, and documentary filmmaker.
- Assist numerous companies in all matters needed for US market launch including securities law and other legal compliance, and basic startup issues including stockholders' agreements, founders' agreements, executive compensation and stock option plans, and outside GC services, for: Danish closed-system telecom provider (Damm Cellular Systems); Danish industrial trim machinery manufacturer (Lundberg Tech AS); UK human resources recruiter (Hedley May); German rail and transport management software developer (Compass & Spine); Danish block-chain enabled businesses (Blockshipping); fashion brands (Ruggette PBC, SUSI Studio).

### *Business Expansion In-bound and Out-bound*

- Represent many businesses expanding into the US including Japanese cosmetics brand with e-commerce and retail outlets (Flowfushi/UZU); Australian skin care product manufacturer (Ultraceuticals); Netherlands-based video content provider for government, NGOs and corporate summits (Scenarios4Summits); Indian-based web app-development company; UK-based consulting firm for government and other large scale projects; German rail and transport management software developer (Compass & Spine); Brazilian pharmaceutical grade chemical company (Ouro Fino); Belgian chocolate manufacturer (Belgian Chocolate Group).
- Advise US businesses expanding operations or product distribution abroad including an enterprise telecommunications software design and management company expanding into Europe; crowd-investing Internet platform for securities sales expanding into Europe; developer and provider of mobile telecommunications diagnostic software expanding product distribution to Asia and Europe. Handle all legal aspects for launch of HBO-branded channels in Asia, Latin America and Europe.

### *M&A and Joint Ventures:*

- Represent UK-based travel industry business in the sale of its global business to PE fund.
- Represent multinational major credit card company in the acquisition of a UK entity with US subsidiaries.
- Represent French 3-D printing company in the acquisition of strategic target in the US.
- Represent US construction company in the sale of its business through an asset transaction.
- Represent US manufacturer of high value chemicals for cosmetics and pharma, in equity sale to German multinational.
- Represent German VC fund investing in a US web-based retail business.
- Represent US health industry technology company in the sale of a majority interest in its business.
- Represent Saudi partner in JV with US tech company, green field project to convert municipal waste to hydrogen in KSA.
- Develop and implement strategic business plans for launching HBO-branded channels in several markets in Europe and Asia, including devising the multi-jurisdictional joint venture structure.
- Restructured Joint Venture for HBO programming and cable services in multiple Eastern European countries.
- Represent Kazakhstan Development Bank, JV involving licensing tech from US co for glass factory in Kazakhstan.

### *Corporate Governance:*

- Routinely provide comprehensive governance advice to management and boards as part of outside GC services. Prepare board packs, agenda, minutes, and advice on fiduciary duties.
- Represent special committee of board of directors of a US-based mobile telecom tech company, providing guidance on smooth functioning and decision-making practices due to contentious situation between founder and investors.

### *Corporate Finance and Capital Markets Transactions:*

- Advise cannabis (CBD) company (Stanley Brothers) on matters related to corporate finance and ICO strategy.
- Advise 4-6 growth companies per year on Seed, Series A, B or C venture capital rounds.
- Advise UK venture capital firm in the education sector with US seed stage investments.
- Advise Danish-based blockchain tech co for shipping industry (Blockshipping), Singapore-based crypto/visa card provider (TenX) and Estonia-based blockchain anti-fraud authentication company (CheckToCashup) on US aspects of ICO issuance.
- Numerous publicly listed primary and secondary equity and debt offerings including mining company secondary offering of common shares on Form S-3; UK - based multinational retail conglomerate primary offering of American Depositary Shares (ADSs); UK support services conglomerate primary offering of ADSs on Form S-1; privatization of a European state-run electricity company primary global offering of ADSs on Form S-1.

- UK bank publicly listed \$10 billion Euro Medium Term Note (MTN) Program (largest in the world at the time) for the bank's treasury function, listed in London and sold under Regulation S and Rule 144A. Streamlined the take-down mechanism to require a term-sheet rather than a full-blown registration statement for each take-down, saving the client hundreds of thousands of dollars annually.

*ICO, STO, Cryptocurrency, and Internet Crowdfunding Platform related projects*

- Provided early stage ICO compliance advice (pre-The DAO report) to Singapore-based leading cryptocurrency trading platform (TenX) that provided the ability to spend crypto at visa terminals. The company raised over \$80m in an ICO.
- Advised Danish based company (Blockshipping) building a blockchain platform to manage all aspects of the container shipping industry.
- Advised Estonian company developing a blockchain anti-fraud product authentication management system for trademarked goods, in its ICO (CheckToCashup).
- Advised US-based e-commerce, curated social platform marketplace (Pozess), on US law aspects of ICO and STO.
- Provided preliminary advice to Swiss-based alternative asset trading platform, including digital/crypto assets, on the regulatory landscape in the US.

*Securities Law Matters (other than ICO and STO – related advice listed above)*

- Advised Kazakhstani broker dealer on matter relating to the unsponsored listing of the shares of a major US bank on the Kazakhstan Stock Exchange.
- Advise German investment fund on Regulation S, Rule 144A, Investment Company Act and due diligence matters related to ongoing issuances of derivative securities under the Luxembourg securitization law.
- Securities compliance work: Drafted, with management, periodic reporting filings for dozens of companies on forms 10-K, 20-F, 10-Q, 6-K and 8-K, and shareholder annual reports, for numerous US and non-US issuers.

*Government Lobbying:*

Devised lobbying strategy and drafted memoranda for the U.S. Ambassadors to Poland and Hungary, the Polish Ambassador to the U.S. and the Polish Commercial Attaché, the Hungarian Ambassador to the U.S. and outside high-level Polish lobbyists describing the regulatory position of the HBO businesses in Poland and Hungary, the application of the U.S./Polish Bi-Lateral Treaty Concerning Business and Economic Relations, the European Convention on Cross-Border Television and the concepts of the European Union Directive on Television Without Frontiers concerning local production content quotas and de-localization/abuse of rights issues.

**Recent Speaking Engagements:**

May 20, 2019, Session Chair and Moderator: Blockchain technology and cryptocurrencies: the next bubble or here to stay? IBA Entrepreneurship Conference, Copenhagen, Denmark.

January, 2019, Fundraising via ICO, A Regulatory Perspective, IR Global Virtual Round Table

October, 2018, Cybersecurity and Data Privacy Issues for Autonomous Vehicles, Mondial Tech, Paris Auto Show

October, 2018 Rome, Italy, International Bar Association Annual Conference Showcase Session on ICOs

Raising money in the US, including Conducting a Compliant ICO offering

September, 2018 Munich, Berlin, Hamburg Germany

September, 2018, Epicenter, Stockholm, Sweden

Demystifying ICOs and the Application of the US Securities Laws to Token Offerings

May, 2018 New York; Tallinn, Estonia

June, 2018 London, England

February 5, 2018, Successfully Navigating US Market Entry and Raising Capital in the US; Sup46, Stockholm, Sweden

October 8-13, 2017, Emerging Trends in Crowdfunding Regulation and Transactions; International Bar Association Conference, Sydney, Australia

October 8-13, 2017, Session Chair and Moderator: When investors and founders collide – preventing, diffusing and resolving disagreements about corporate strategy, in good times and in times of financial crisis; International Bar Association Conference, Sydney, Australia

May 16, 2017, Raising Capital in the US and Navigating the US market; Tehnopol Startup Incubator, Tallinn, Estonia.

May 15, 2017, Raising Capital in the US and Navigating the US market; Startup Sauna, Helsinki, Finland.

May 12, 2017, Raising Capital in the US and Navigating the US market; Startup Stockholm, Stockholm, Sweden.

September 20, 2016, David vs Goliath: How Small Entrepreneurs can be Successful in Negotiations with Multinational Corporations; International Bar Association Conference, Washington DC.

October 21, 2015, Accessing US Capital Markets: Understanding the US Investment Landscape, Pinsent Masons Bootlaw Seminar, London.

October 8, 2015, IBA Annual conference, Vienna. Closely Held and Growing Business Enterprises Committee panel speaker and moderator "Advising Entrepreneurship: From Start-up to Scale-Up."

September 10, 2015, The Regulatory Basis for Securities Based Crowdfunding, Regulations of Online Portals, and Regulation A, Knowledge Congress Webinar.

August 18, 2015, Real Estate Capitalization Techniques Through Securities-based Crowdfunding and Regulations A, Webinar for National Conference Center.

October 2014, IBA Annual Conference, Tokyo, Capital Markets Forum "Start-ups and capital markets: "JOBS Acts" around the world – stimulating growth or blowing a bubble?"

October 2014, IBA Annual Conference, Tokyo. Closely Held and Growing Business Enterprises Committee panel "Company financing: Alternative ways of funding for private business and family companies".

September 2014, Beijing: China International Legal Affairs & Culture Exchange Center, 2-day forum on Bridging the Legal and Cultural Divide between the US and China– A Forum for Chinese Business and Legal Profession. US Advisory Board member, panel moderator and presenter on topics related to business start-up, capital markets and US Securities laws.

May 2014, Helsinki and Stockholm, The Bold Alliance of European Technology Companies, Annual Meeting: The Current Landscape for Raising Capital in the US, New Capital Markets and Financing Techniques being Developed in the Wake of the JOBS Act.

December 18, 2013, the Knowledge Congress webinar: IPOs, Private Placements and Crowdfunding: How the JOBS Act Spawned a Corporate Finance Revolution. Live Webcast.

December 2, 2013, New York City Bar Assoc.: The JOBS Act, Crowdfunding and Financing for Film and Entertainment.

### **Recent publications:**

Status of Crowdfunding Regulation in the United States, International Bar Association, January, 2019

Fundraising via ICO, A Regulatory Perspective, IR Global Virtual Round Table, January 2019

Demystifying ICOs- Application of the US Securities Laws to Token Offerings, International Bar Association, August, 2018

How to Navigate US Market Entry, and Raise Capital in the US, February 5, 2018, Stockholm, Sweden

Emerging Trends in Crowdfunding Regulation and Transactions, October 11, 2017

Teaching an Old Dog New Tricks: Regulation A+ - Final Rules Amending Regulation A, August 5, 2015.

Regulation "A+": Proposed Amendments to Regulation A-Efforts to Create a Viable Small Issues Exemption, 1/20/2014.

Regulation Crowdfunding: Proposed Rules by the SEC to give effect to the Crowdfunding Provisions of Title III under the JOBS Act, November 15, 2013

Crowdfunding – Clearing Away the Fog, September 20, 2013

A Seismic Shift in the Securities Law: The Elimination of the Ban on the Use of General Solicitation or General Advertising in Certain Private Placements, and What It Means for Issuers, Accredited Investors, and Crowdfunding, Sept. 20, 2013