

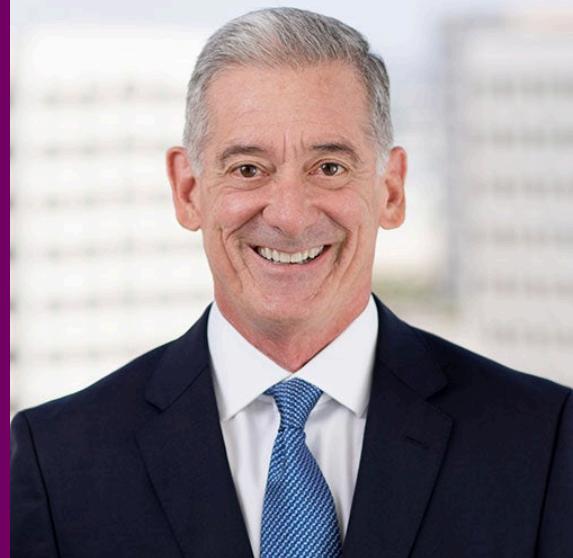
Larry A. Cerutti

Partner

Orange County

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OVERVIEW

Larry is a senior member of the firm's corporate section and the prior managing partner of the firm's Orange County office. He focuses his practice on public and private securities offerings, mergers and acquisitions, corporate governance, and related corporate and securities counseling. He also has experience representing clients in China, Hong Kong, and Vietnam in merger and acquisition transactions and securities offerings in the U.S., as well as representing U.S. issuers in initial public offerings on the Australian Securities Exchange (ASX).

Larry has broad experience representing issuers and underwriters in connection with initial public offerings, follow-on public offerings, shelf offerings, private investments in public equity (PIPE) transactions, registered direct offerings, reverse mergers into public shells, and private placements of equity, equity-linked, and debt securities. He also has experience advising underwriters on initial public offerings of special acquisition companies (SPACs) and target companies in potential de-SPAC business combination transactions.

Larry regularly advises public companies in a variety of industries in connection with corporate governance matters, the preparation and filing of periodic reports and proxy statements under the Securities Exchange Act of 1934, compliance with stock exchange listing standards, and other Securities and Exchange Commission regulatory and corporate matters.

Additionally, Larry regularly represents public and private companies in negotiating complex merger and acquisition transactions involving stock sales, asset sales, negotiated and hostile mergers, and tender offers. He has led large transactions involving public companies as well as transactions involving family owned and emerging businesses.

AWARDS

- *Best Lawyers in America*®: Mergers and Acquisitions Law (2025-2026)
- *Legal 500 United States* for M&A/Corporate (2016)

TOP AREAS OF FOCUS

- Capital Markets
- Corporate Governance

- Mergers + Acquisitions

ALL AREAS OF FOCUS

- Capital Markets
- Corporate
- Corporate Governance
- Emerging Companies + Venture Capital
- International
- Mergers + Acquisitions
- Private Equity

EDUCATION AND CERTIFICATIONS

EDUCATION

- University of the Pacific, McGeorge School of Law, J.D., 1987
- Northeastern University, M.B.A., 1982
- Occidental College, A.B., 1979

BAR ADMISSIONS

- California