
Scott Wornow

Special Counsel
San Francisco

Details

T 415.677.5272

F 415.989.1663

swornow@coblentzlaw.com



Scott Wornow is a corporate attorney with nearly thirty years' experience as a senior legal advisor and executive at public and private technology companies and at international law firms. Scott's experience includes general corporate and commercial matters, M&A transactions, securities law matters, public and private capital markets and venture financings, technology licensing, corporate compliance, governance and internal investigations, litigation management, intellectual property portfolio development, executive compensation and human resource matters and corporate restructurings. During his career, Scott has practiced law in both New York and Silicon Valley, taken companies public as both internal and external counsel, developed and managed legal departments at multiple companies, and has led more than \$15 billion in financings and over \$25 billion of mergers and acquisitions.

Before joining Coblentz, Scott founded and managed Wornow Legal & Advisory Services, a boutique legal and corporate advisory firm focused on providing strategic corporate counsel and business advisory services to entrepreneurs, management teams, middle-market technology companies and technology-focused investors.

Prior to forming Wornow Legal & Advisory Services, Scott served as Chief Legal Officer, Chief Compliance Officer and Corporate Secretary for a publicly-traded global semiconductor company before its \$3.6 billion sale. He has also been a partner at Paul Hastings LLP, Goodwin Procter LLP and Baker Botts LLP, with a client base that has included Fortune 500 companies, small, mid-cap and start-up entities, "bulge bracket" investment banks, venture firms and private equity funds. Scott has helped found several technology companies and has served as a Board Advisor to multiple start-ups.

Scott received his J.D., cum laude, from Harvard Law School. He received B.A. and M.A. degrees with First Class Honors from Cambridge University, England, and a B.A. degree in economics, summa cum laude, Phi Beta Kappa, from the University of Virginia.

Notable Representations

Served as Chief Legal Officer, Chief Compliance Officer and Corporate Secretary for three publicly-traded technology companies in the wireless, software and semiconductor sectors, responsible for all corporate, commercial, securities, licensing, governance, M&A, employment, intellectual property and related matters.

Advised multiple start-ups and early stage companies in the technology sector in connection with financing, transactional, intellectual property and commercial matters.

Advised leading Technology, Media and Telecommunications companies on M&A transactions, public and private equity and high-yield debt financings and commercial matters.

Advised large cable system operators on M&A, corporate finance and commercial transactions.

Advised multiple "bulge" bracket investment banks on capital markets and financial advisory transactions, including public and private equity and high-yield debt financings for cable, satellite, telecommunications and

technology companies.

Advised a global designer and manufacturer of microcontrollers, capacitive touch solutions, advanced logic, mixed-signal, nonvolatile memory, and radio frequency components, in connection with its sale to a leading provider of microcontroller, mixed-signal, analog and Flash-IP solutions for \$3.6 billion.

Advised a global designer and manufacturer of microcontrollers, capacitive touch solutions, advanced logic, mixed-signal, nonvolatile memory, and radio frequency components, in connection with the delisting of shares of its Common Stock from Euronext Paris.

Advised a global designer and manufacturer of microcontrollers, capacitive touch solutions, advanced logic, mixed-signal, nonvolatile memory, and radio frequency components, in connection with its definitive agreement to be acquired by a UK-based manufacturer of semiconductor solutions for \$4.6 billion.

Advised a global designer and manufacturer of microcontrollers, capacitive touch solutions, advanced logic, mixed-signal, nonvolatile memory, and radio frequency components, in connection with its acquisition and subsequent sale of a touch sensor business.

Advised a global designer and manufacturer of microcontrollers, capacitive touch solutions, advanced logic, mixed-signal, nonvolatile memory, and radio frequency components, in connection with its acquisitions of multiple wireless chip companies.

Advised a global designer and manufacturer of microcontrollers, capacitive touch solutions, advanced logic, mixed-signal, nonvolatile memory, and radio frequency components, in connection with its commercial and patent licensing transactions.

Advised the acquirer, through a "363" bankruptcy sales process, of a public company's technology assets.

Advised a leading global telecommunications company on its international M&A transactions.

Advised multinational Japanese media and electronics company in connection with its venture capital investments.

Advised multinational U.S. industrial company in connection with largest-ever acquisition of a Japanese company.

Advised multinational South Korean electronics company in connection with its intellectual property strategies and patent portfolio acquisitions.

Advised a leading Silicon Valley venture capital firm in connection with its technology investments.

Advised large U.S. industrial company on global M&A, commercial and technology transactions.

Served as Chief Restructuring Officer for a publicly-traded technology company in connection with its Section "363" bankruptcy process and sale.

Honors & Awards

Scott has been recognized with multiple awards during his career, including winning the award from the New York Stock Exchange for Best Governance, Risk & Compliance Program at a Small to Mid-Cap Company; winning awards twice from the Financial Times as one of the Most Innovative In-House Law Departments; and receiving recognition from the Association of Corporate Counsel for best In-House Employment Law Department.

Professional Activities

Scott serves as Vice-Chair of the Business Law Section of the Bar Association of San Francisco.

Publications & Speaking Engagements

- ["Ethical Lapses, Illegal Actions and Corporate Governance,"](#) San Francisco Daily Journal (May 2019)
- ["Connected Buildings, Connected Things and Security Considerations,"](#) San Francisco Daily Journal

(February 2019)

- “[Tech is Bringing Changes to Construction](#),” San Francisco Daily Journal (February 2019)
- “Successful Alternative Fee Arrangements Require Effective Lawyer-Client Alignment,” San Francisco Daily Journal (August 2017)
- “When Law Firms Look and Sound Alike,” San Francisco Daily Journal (June 2017)
- “When a “Standard” is Raised, Ask Why,” San Francisco Daily Journal (April 2017)
- “Minutes Deserve More Time,” State Bar of California, Business Law News (December 2016)
- “Focus on Value,” San Francisco Daily Journal (November 2016)
- “Compliance Programs Even More Essential After Jensen,” San Francisco Daily Journal (October 2016)
- “Kids Get Grades – Why Not Law Firms,” San Francisco Daily Journal (August 2016)
- “Essential Triad of Risk Management,” San Francisco Daily Journal (June 2016)
- “The Art of the Minutes,” San Francisco Daily Journal (May 2016)
- “Model T Laws in a Tesla-Driven World,” San Francisco Daily Journal (April 2016)
- “Assessing the In-House Revolution,” San Francisco Daily Journal (April 2016)
- “Thoughts on the State of Corporate Governance,” San Francisco Daily Journal (March 2016)
- “Rethinking Legal Technology,” CIO Review Magazine (March 2016)
- “Blinded by Just Thinking Like a Lawyer,” San Francisco Daily Journal (July 2015)
- “Syncing Outside, Inside Counsel,” San Francisco Daily Journal (February 2015)
- “Rethinking the ‘Professional Pyramid,’” San Francisco Daily Journal (January 2015)
- “Exclusive Forum Bylaws May Have Unintended Consequences,” San Francisco Daily Journal (November 2014)
- Co-author, Chapter on “Technology,” for Thomson Reuters Publications – “Successful Partnering Between Inside and Outside Counsel” – 2013; 2014; 2015; 2016, 2017 and 2018
- Modern Counsel Profile: “Reclaiming the Legal Department: Why Scott Wornow Took Legal Back from Outside Counsel and How the Change Has Impacted Atmel’s Bottom Line.”

Education

J.D., cum laude Harvard Law School (1988)

M.A., First Class Honors Cambridge University (1989)

B.A., First Class Honors Cambridge University (1986)

B.A., summa cum laude University of Virginia (1984)