

Timothy B. Bancroft

Of Counsel

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Tim Bancroft's practice focuses on securities, public company M&A, venture financing, outside general counsel representation, and advising public company boards, audit committees, and special committees.

His experience includes initial public offerings and private placements, representing existing public companies and growing private companies in their ongoing corporate and securities matters and transactions, and taking public companies private.

Tim works regularly on international transactions, with a particular focus on China, where he has been working with China-based companies since 1996. Tim's clients range from emerging and established companies in Internet and other high-technology areas to investors in early-stage companies.

Accolades

- Martindale Hubbell Peer Review Rated AV Preeminent™

Admissions

- Massachusetts
- New York

Education

- Boston University School of Law (J.D., 1983)
 - Edward F. Hennessey Scholar
- Brown University (A.B., 1977)

Representative Matters

De-SPAC Merger Transaction

We represented the target company in a proposed de-SPAC business combination valued at \$2 billion. We drafted and negotiated the business combination agreement and the proxy statement.

Legal Counsel to the Special Committee of China Distance Educations Holdings Limited

We served as the U.S. legal counsel to the Special Committee of the Board of Directors of China Distance Education Holdings Limited. Through a going-private merger, a consortium consisting primarily of the Chairman and Deputy Chairman of the target company acquired all of the outstanding ordinary shares of the target, including ordinary shares represented by American depositary shares, that they did not already own.

Outside General Corporate and Securities Counsel in the U.S. for Sohu.com Limited

Outside U.S. general corporate, securities, M&A, and U.S. tax counsel to Sohu.com Limited, the Sohu Group's Nasdaq-listed Delaware holding company. Sohu.com is a leading Chinese online media, communications, search, online games, and mobile value-added services company (Nasdaq SOHU); representation has included multiple acquisitions as well as international transaction, U.S. securities, and U.S. tax counsel in the complex reorganization of the publicly-traded top-tier holding company from a Delaware corporation to a Cayman Islands company.

Counsel to Issuer in Sogou IPO

Issuer's counsel in the IPO on the NYSE of Sogou Inc., an innovator in search and a leader in China's Internet industry; continued to represent the company as U.S. general corporate and securities counsel. Most recently, represented Sogou in its going-private acquisition by Tencent Holdings Limited.

Counsel to Issuer in Changyou.com IPO

Issuer's counsel in the IPO on Nasdaq of Changyou.com Limited, a leading online game developer and operator in China; continued to represent the company as U.S. general corporate and securities counsel. Represented Sohu in its going-private acquisition of Changyou, with Changyou separately represented by special committee counsel. Continue to represent Changyou as a wholly-owned subsidiary of Sohu.

eLong Go-Private Transaction

Representation of eLong, Inc., a leading mobile and online travel service provider in China, as U.S. securities, general corporate and M&A counsel, and in connection with its 2016 going-private transaction, where it was acquired by Trip.com and Tencent.

Investment in Sogou Inc. by Tencent Holdings Limited

Representation of Sogou Inc. in Tencent Holdings Limited's investment in Sogou and a strategic cooperation agreement between Sogou and Tencent.

Web-Based English Language Instruction Company Targeting Chinese Market

Representation of an interactive, Web-based English language instruction company targeting the Chinese market.

Counsel to Single-Serve Cold Beverage System Developer

Representation of the developer and distributor of a single-serve cold beverage system in multiple venture financings.

Nanotechnology-Based QD Film Display Developer Counsel

Representation of the developer of advanced nanotechnology-based QD film for displays.

Executive Employment Arrangements and Equity Incentives

Representation of both companies and executives in connection with executive employment arrangements and equity incentives.

Special Committees

Representation of special board committees in M&A and other transactions requiring separate counsel for independent directors.

Pro Bono

Tim works on a number of refugee-assistance pro bono projects, including Kids In Need of Defense (KIND), the International Refugee Assistance Project (IRAP), and the Political Asylum/Immigration Representation Project (PAIR).

Having lived in Latin American countries for part of his childhood, Tim finds it particularly rewarding to work directly with refugee children to provide them assistance on their immigration cases through KIND.

Tim also serves on the board of Mil Milagros/A Thousand Miracles, a Boston and Guatemala-based charity that works with communities to prevent malnutrition and hunger and to improve children's health and education in Guatemala.