

MARTIN R. ROSENBAUM

Retired - Emeritus Status

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OVERVIEW

Marty Rosenbaum is a retired corporate law advisor with 40+ years of experience in solving legal and business problems. He has recently been granted emeritus status in Minnesota, meaning that he can provide pro bono legal services to pro bono clients in any matter referred by an approved legal services provider. He now focuses on expanding the rich pro bono traditions of Maslon by orchestrating transactional pro bono programs to help low income entrepreneurs and low income nonprofits thrive.

Marty's passion for pro bono service goes back many years, including more than two decades as a volunteer attorney with LegalCORPS, and he is a past president and longtime board member of LegalCORPS. He is currently organizing transactional pro bono programs for low income entrepreneurs and small nonprofits, including brief advice clinics, limited scope representation, and educational programs. He has twice received the Maslon Pro Bono Award and has received the LegalCORPS Volunteer of the Year Award, and for many years he has been named a North Star Lawyer for pro bono service.

His career has included orchestrating complex deals to finance, grow and sell businesses; and instituting best practices for publicly held and private companies and their boards. Marty has twice been the sole person named Lawyer of the Year, Securities and Capital Markets in Minneapolis (2025 and 2021), by Best Lawyers in America®, and for multiple years he was named one of the top 10 attorneys in Corporate Law/M&A in Minnesota by Chambers and Partners. He has been a frequent educator and writer, including producing a securities law blog that was twice named a Top Blawg by the Minnesota State Bar Association. For six years he was co-chair of Maslon's Corporate & Securities Group, helping to shape the strategy and direction of this practice group.

AREAS OF PRACTICE

Corporate & Securities

BAR ADMISSIONS

Minnesota, 1982

EDUCATION

Yale Law School
J.D., 1982

University of Iowa
B.S., *with high distinction*, 1979
Psychology

SELECTED EXPERIENCE

- *Several New York Stock Exchange Listed Public Companies* - Regular outside counsel in connection with securities offerings, SEC reports, corporate governance, and executive compensation plan design.
- *Several Smaller Public Companies* – Regular outside counsel in connection with corporate and securities matters, including public and private equity offerings, SEC reports and registration statements, mergers and acquisitions, restructuring of indebtedness, and litigation management.
- *Nortech Systems, Inc.* – Regular outside counsel in connection with corporate and securities matters, including SEC reports, corporate governance, mergers and acquisitions, and executive compensation matters. As Corporate Secretary, prepare materials and minutes for board and committees.
- *Sunrise Senior Living, Inc.* – Lead attorney in $86 million offering of convertible notes under Rule 144A, 2011; outside counsel in connection with SEC reports, corporate governance issues and corporate finance matters, 2011-2014. Served as co-counsel in $16 million public equity offering in 2015.
- *Privately Held/Early Stage Companies* – Equity and debt financing; corporate advice, including technology licensing agreements and executive compensation structure and design.
- *Other Emerging Companies* – Represented numerous companies in all aspects of financing, contracts and transactions, as well as serving in outside general counsel role.
- *Public Offerings and Private Placements* – Represented issuers and investment banking firms in many offerings, ranging from small private placements to initial public offerings to large shelf registration statements for New York Stock Exchange listed companies.
- *Mergers of Publicly Held Companies* – Represented companies and investment banking firms in connection with negotiations, SEC filings and securities compliance, and battles for control.
- *Executive Compensation Matters* – Advised public and privately held companies on compensation plans and structure, including equity plan design, executive employment and separation agreements, and compliance with the deferred compensation restrictions of Code Section 409A.
- *Thought Leadership* – Dozens of presentations, articles, and posts on award-winning blog.

LEADERSHIP & COMMUNITY

- American Bar Association
- Minnesota State Bar Association: Access to Justice Committee activities to amend emeritus rules; Business Law Section, Pro Bono Committee, Past Chair, Executive Council, Past Member
- Hennepin County Bar Association
- LegalCORPS: Non-profit organization promoting pro bono legal services for low-income businesses and non-profits, Emeritus Board Member; Board Member; Executive Committee 2014-2019, President 2015-2017; Operations Committee, Chair 2011-2015; Pro Bono Attorney Volunteer
- National Association of Stock Plan Professionals: Twin Cities Chapter past President 2007-2011; Board of Directors 2000-2014
- Society of Corporate Secretaries and Governance Professionals, Twin Cities Chapter: Twin Cities Chapter, Advisory Council 2010-2014
- Target Receivables Corporation: Subsidiary of Target Corporation utilized for securitization of credit card receivables, Board of Directors 1999-2012
- Maslon LLP: Pro Bono Committee, Chair 2007-2014
- American Israel Chamber of Commerce & Industry of Minnesota: Board of Directors 2000-2007
- Adath Jeshurun Congregation: Board of Trustees, past Member; TAMID Arts Committee, Past Chair
- Election Protection Coalition: Pro Bono Attorney Volunteer

SELECTED HONORS

- **Pro Bono Catalyst Award,** LegalCORPS, 2025 (Part of Maslon team recognized for assisting artists and other small business owners in partnership with 3M and Springboard for the Arts)
- **Recognized in *Chambers USA: America's Leading Lawyers for Business*,** Corporate/M&A, Minnesota, 2007-2023
- **Recognized on Minnesota Super Lawyers® list**, 1997-1998, 2000-2004, 2006-2008, 2011-2025 (*Minnesota Super Lawyers® is a designation given to only 5% of Minnesota attorneys each year, based on a selection process that includes the recommendation of peers in the legal profession.*)
- **Selected for inclusion in *The Best Lawyers in America*®**, 2018-2027
- **Volunteer of the Year Award**, LegalCORPS, 2019
- **Best Lawyers' Minneapolis Securities Regulation—Lawyer of the Year**, 2025 and 2021
- **North Star Lawyer**, Minnesota State Bar Association, 2013, 2015-2017, 2019-2021, 2024 *(North Star Lawyer is a designation that recognizes members who provide 50 hours or more of pro bono legal services in a calendar year.)*
- **Recognized as a Top Lawyer**, *Minnesota Monthly*, 2022-2023 (The research for the Top Lawyers list, created by Professional Research Services, is based on an online peer-review survey sent to all attorneys in Minnesota.)
- **Pro Bono Award**, for commitment to pro bono service, Maslon LLP, 2024 and 2012
- **ONSecurities.com**, Marty's Blog, recognized as a "Top 25 Minnesota Blawg," *MSBA Practice Blawg* editors, 2010-2011
- **AV Preeminent**, Martindale-Hubbell®

SELECTED PRESENTATIONS

- "Securities Law Primer for the Banking Law Attorney," 2022 Banking Law Institute, Minnesota CLE
- Marty Rosenbaum and Shane Solinger to Co-Present Webinar for LegalCORPS on Negotiating Contracts and Leases in Times of Crisis
- "Legal Issues: Business Contract Considerations, Workouts & Bankruptcy," webinar, University of St. Thomas Opus College of Business, 2020
- "Roles of Lawyers in Community Economic Development: Direct Representation," panel member, Community Development and Legal Assistance: Building Partnerships, Minnesota Supreme Court Legal Services Advisory Committee, 2016
- "Public Company Disclosure of Contracts—and Why Private Companies Should Care," panel member, Contracts In Context, ACC Minnesota, 2016
- "The SEC's CEO Pay Ratio Disclosure Rule: Does It Accomplish Anything?" Lexblog Network TV (featured guest), 2013
- "Clawbacks and Equity Plan Litigation Issues," National Association of Stock Plan Professionals, Twin Cities Chapter Conference, 2013
- "A Perspective on Executive Compensation After Dodd-Frank," co-presenter, Financial Executives International Twin Cities Chapter, 2012
- "Death, Taxes and Senior Executives," 19th Annual National Association of Stock Plan Professionals Conference, San Francisco, 2011
- "Death, Taxes and CEOs: Planning Perils, Pratfalls and Pointers in Executive Compensation," 37th Annual Probate & Trust Law Section Conference, Minnesota CLE, 2011
- "Corporate Governance and '34 Act Compliance: Your Shareholders Said What?" RR Donnelly SEC Hot Topics Institute, 2011
- "(Dodd) Frank Talk about New Governance and Compensation Requirements," Meritas webinar for Member Law Firms, 2010; Small Public Company Forum, 2010

- "Engaging Volunteers and Delegating Responsibilities," panelist, National Association of Stock Plan Professionals Twin Cities Chapter Luncheon, 2010
- "Lying Cheating Stealing & Fighting: Malfeasance in the Business Setting," Minnesota CLE, 2010
- "SEC Disclosure Update: Public Company Disclosures in a Dangerous World," Bowne SEC Conference, 2010
- "Implications of the Dodd-Frank Act for IROs," National Investor Relations Institute Twin Cities, 2010
- SEC Accounting, Compliance and Legal Issues Update, 2004-2010, Bowne of Minnesota, Co-Chair, Presenter and Moderator of numerous panel discussions on disclosure, corporate governance, and executive compensation
- Numerous seminars and panels on securities, corporate governance, and executive compensation prior to 2010

SELECTED PUBLICATIONS

- *ONSecurities Blog*, Editor and Blogger, July 2009-2014
- Commentary on Corporate Governance, Securities Compliance & Executive Compensation Matters in *Los Angeles Times, Compliance Week, thecorporatecounsel.net, Minneapolis/St. Paul Business Journal, St. Paul Pioneer Press, Minneapolis Star Tribune*