

## Sean Clavere

Associate

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Sean partners with entrepreneurs and businesses at all stages, offering legal guidance across corporate finance, mergers and acquisitions, intellectual property and data privacy.

His experience spans high-stakes transactions, including nine-figure acquisitions, where he leads clients through every step of the process, from diligence and disclosure to negotiation and closing. Sean also advises clients on complex financing arrangements, including venture capital investments and securities compliance, ensuring they meet regulatory standards such as CCPA, GDPR and BIPA.

With a track record in supporting rapidly growing companies - from culinary brands to technology innovators - Sean provides practical counsel on day-to-day corporate matters, including governance, commercial agreements, real estate transactions and intellectual property protection.

### Education

J.D., Gonzaga University School of Law (*cum laude*)

- Dean's Student Advisory Council
- Dean's Distinguished Award
- CALI Excellence for the Future Award: Legal Writing III

### Services

Business & Corporate  
Finance  
Commercial & IP  
Transactions  
Consumer Brands  
Emerging Companies  
Mergers & Acquisitions  
Securities & Finance

### Admissions

Washington, 2021

B.A., Seattle University (*cum laude*), English Literature & Spanish Language

- Sullivan Leadership Award

## News

Foster Garvey Welcomes Business & Corporate Finance Associate Sean Clavere in Spokane Office

*Foster Garvey Newsroom*, 11.18.24

## Experience

Mergers, Acquisitions and Reorganizations

- Represented one of the largest independent distributors of industrial and specialty gases, welding and safety supplies in the United States in a nine figure acquisition by a major New York-based private equity company. Responsible for preparing disclosure schedules, responding to buyer and lender diligence requests, handling pre-closing corporate and real estate transactions, including F-reorganization and commercial leases, tracking transaction progress through closing and drafting post-closing attorney opinion letters related to lender covenants.
- Represented the fastest-growing culinary spice company in the US in its sale of a subsidiary lifestyle brand to a private party. Responsible for legal diligence and drafting the asset purchase agreement along with ancillary agreements, including the intellectual property assignment agreement.
- Represented a wholly-owned subsidiary of Eastern Washington's largest utilities supplier in an asset sale to a regional broadband company.
- Represented an international media analytics company in a pending acquisition. Responsible for conducting legal analysis and providing an opinion on the use of biometric data for artificial intelligence model training while complying with applicable laws and client contracts.
- Represented a private party in the asset purchase of an established adult care home. Responsible for legal diligence, including state licensing requirements and real property title, drafting the real estate purchase agreement and business asset purchase agreement, forming the buyer LLC and related operating agreement, leading negotiations with the buyer and seller and managing the deal through closing.
- Represented a private equity venture fund in its majority stock investment in a leading organic foods distributor, requiring conversion of the target LLC into a C-corp. Responsible for drafting corporate conversion documents under Delaware law and

drafting and negotiating the stock purchase agreement.

#### Corporate Finance and Securities

- Represented a robotics company in an NVCA Series Seed Preferred Stock investment circa \$5 million. Was responsible for drafting transaction documents and conducting legal diligence, researching and drafting a legal opinion regarding compliance issues with investment from foreign entities under the Defense Production Act, ITAR, CFIUS and Export Administration Regulations.
- Represented the fastest-growing culinary spice company in the US in a Series A-2 Preferred Stock Financing, including investment from Bay-area venture capital firms and conversion of convertible notes. Responsible for legal diligence and preparing disclosure schedules, including verifying all employee stock options.
- Represented a limited partnership venture fund in forming a new LLC as a special purpose vehicle in a Reg D exempt offering. Responsible for drafting the limited liability company operating agreement under Texas law, researching compliance with applicable tax code, advising on SEC regulations, reviewing investor financials for verification of accredited investor status and filing SEC forms for exempt securities.
- Represented one of the fastest-growing gourmet tea companies in the US in its series seed preferred stock financing under Reg D. Responsible for drafting the preferred stock purchase agreement, board consent, stockholder consent authorizing financing and SEC filings for exempt securities.
- Represented a company providing an online platform for booking guided outdoor recreation trips. Responsible for a pending Series Seed Preferred Stock Financing with venture capital firms, including drafting and negotiating purchase agreements, convertible debt fundraising under Reg D, drafting convertible promissory notes, negotiating note terms with investors and filing SEC forms for exempt securities.

#### General Corporate

- Served as associate counsel to one of the largest independent distributors of industrial and specialty gases, welding and safety supplies in the United States, operating 20 locations across Washington, Oregon and Idaho. Handled day-to-day corporate work, including commercial and real estate transactions.
- Served as associate counsel to the fastest-growing culinary spice company in the US. Handled day-to-day general corporate work, intellectual property, commercial transactions and securities, including the employee equity incentive plan, and drafted various agreements and resolutions.

- Served as associate counsel to a software-as-a-service company in the insurance industry that provides investors and entities with insights into company value through a proprietary AI platform. Responsible for corporate formation, founder equity agreements, initial commercial agreements and a pending Series Seed Preferred Stock financing.
- Served as associate counsel to various graduate student companies from the Washington State University Jones Milestone Accelerator Program. Responsible for corporate formations and conversions, drafting articles of incorporation, bylaws, founder restricted stock purchase agreements, employee confidentiality and inventions assignment agreements, equity incentive plans, independent contractor agreements, privacy policies and online terms of use.
- Served as associate counsel to one of the fastest-growing gourmet tea companies in the US. Handled day-to-day general corporate work, intellectual property, commercial transactions and securities, including the employee equity incentive plan and drafted various agreements and resolutions.
- Served as associate counsel to a social purpose corporation recognized as an industry leader in specialty grains. Handled day-to-day general corporate work, intellectual property, commercial transactions and securities, including the employee equity incentive plan. Drafted various agreements and resolutions, including a port lease with a Washington municipal corporation.
- Served as associate counsel to a business-to-business marketing analytics company. Advised on compliance with data privacy laws, including CCPA and GDPR, and drafted data protection addendums to the master services agreement.
- Served as associate counsel to the leading high-performance pickleball paddle brand with professional sponsorships. Assisted a senior associate in drafting trademark licenses and settlement agreements.