

Howard E. Berkenblit

Partner

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Howard specializes in counseling both public and private companies involved in equity and debt financings, including IPOs and follow-on public offerings as well as private placements, and regularly advises clients regarding ongoing corporate governance and disclosure matters, stock exchange listing standards and Sarbanes-Oxley Act and Dodd-Frank Act compliance.

Howard advises companies in a number of industries including real estate investment trusts (REITs), technology and life sciences companies. As part of his practice, Howard frequently advises Israeli and other international companies that seek to have their securities traded in the United States. His clients vary in size from smaller reporting companies and emerging growth companies to well-known seasoned issuers and are listed on Nasdaq, NYSE and OTC.

Howard excels at deciphering complex SEC rules and advising clients in how to apply them. He efficiently works through "gray" areas with clients to achieve an appropriate balance of business goals within the parameters of legal constraints. Howard's goal is to help companies and their executives effectively negotiate transactions and achieve well-honed communications and disclosures as part of their overall strategies.

When not advising on Capital Markets matters, Howard enjoys long-distance running and acting in community theater productions.

Education

- Boston College Law School (J.D., *summa cum laude*)
- University of Pennsylvania (B.A., *cum laude*)

Bar & Court Admissions

- Massachusetts
- U.S. District Court, District of Massachusetts

Professional Qualifications

- American and Boston Bar Associations

Capabilities

- Capital Markets
- Corporate
- Corporate Governance & Board Advisory
- Environmental, Social and Governance (ESG)
- Global Capital Markets
- International & Cross-Border Finance
- Life Sciences
- Life Sciences Industry
- Israel/Middle East
- REITs
- Israel Practice

- Co-Chair, BBA Securities Law Committee, Boston Bar Association, 2006-2008

Awards & Honors

- *Boston Magazine Top Lawyers, Securities Law* (2023-2025)
- *Boston Magazine Top Lawyers, Corporate Law* (2021)
- *Best Lawyers in America*® (2016-2026)
- *Client Choice Guide – USA & Canada 2014*, Capital Markets
- Recommended by *The Legal 500 U.S.* (2008, 2014, 2016-2017, 2019-2026)
- Legal Media Group/Euromoney's *ExpertGuides* (2020)
- "Rising Star," Massachusetts *Super Lawyers* (2006-2008, 2010)

Matters

- Represented a hotel and net-lease REIT as issuer's counsel in connection with a \$575 million underwritten public offering of common shares
- Represented a healthcare REIT in a private offering of \$375 million aggregate principal amount of senior secured notes
- \$480 million initial public offering in the logistics REIT industry
- \$300 million public preferred equity offering in the hotel REIT industry
- \$400 million public senior note offering in the office REIT industry
- \$400 million public common equity offering in the senior living facility REIT industry
- Initial public offering of ADSs of a stem cell company in the biotech industry
- Public ordinary shares offering of an Israeli company in the hi-tech industry
- Representation of a foreign software company in the acquisition and going private transaction involving a public U.S. software company
- \$150 million 144A offering and A/B exchange in the information storage and protection industry
- Served as Senior Corporate Counsel for Stream International, Inc., a provider of CRM and technical support services
- Design of governance charters, policies and procedures for senior living services company
- Switch of Nasdaq listed financial services company to listing on NYSE
- \$1.6 billion acquisition of an information storage and protection services company in public stock for stock transaction
- Initial public offering of a transportation company

Client Highlights

Neural Input Technology Company, Wearable Devices Ltd. IPO

Sullivan represented Wearable Devices Ltd., a growth company developing a non-invasive neural input interface technology in the form of a wrist wearable band for controlling digital devices using subtle finger movements for B2B and B2C customers, in its \$16 million initial public offering. Wearable Devices is based in Israel and aims to create a world in which the user's hand becomes a universal input device for touchlessly interacting with technology, and that their technology is setting the

standard input interface for the Metaverse.

Viewpoints

June 1, 2026

SEC Proposes Significant Changes to Public Company Reporting Rules, Including New Filer Categories and Expanded Disclosure Relief

June 1, 2026

SEC Proposes Reforms to Registered Offering Framework

May 11, 2026

SEC Proposes Optional Semiannual Interim Reporting Framework

December 22, 2025

Foreign Private Issuers' Directors and Officers to Be Subject to Section 16 Reporting

September 8, 2025

Sullivan & Worcester Submits Comment to SEC on Foreign Private Issuer Definition

March 3, 2025

New SEC Guidance May Lead to More 5% Shareholders Having to File Schedule 13Ds

February 24, 2025

SEC Approves NYSE and NYSE American Rule Changes Regarding Minimum Price Criteria Compliance Periods and the Use of Reverse Stock Splits

February 18, 2025

Nasdaq Changes Rules Regarding Minimum Bid Price Compliance Periods and Restricts the Use of Reverse Stock Splits

June 25, 2024

Real Estate Investment Trusts 2024 - USA
Lexology Getting the Deal Through

June 18, 2024

Deadline for Form 13F Filers for New Reporting Requirements on Executive Compensation Votes Rapidly Approaching

October 23, 2023

SEC Amends Deadlines and Other Rules for Reporting Beneficial Ownership on Schedules 13D and 13G
Sullivan Client Alert

August 1, 2023

SEC Adopts Rules for Cybersecurity Disclosures
Sullivan Client Alert

May 10, 2023

SEC Adopts Amendments to Share Repurchase Disclosure

Sullivan Client Alert

December 19, 2022

SEC Adopts Amendments to Modernize Rule 10b5-1 Insider Trading Plans and Related Disclosures

November 10, 2022

SEC Adopts Rules Requiring Compensation Clawback Policies

Sullivan Client Alert

September 8, 2022

Real Estate Investment Trusts 2023 - USA

Lexology Getting The Deal Through

August 31, 2022

SEC Adopts Pay Versus Performance Disclosure Rules

Sullivan Client Alert

January 31, 2022

SEC's Increased Scrutiny of Climate Risk and Disclosures Likely to Lead to Agency Rulemaking

Sullivan Client Alert

December 1, 2021

2022 Real Estate Investment Trusts - USA

Lexology Getting The Deal Through

August 11, 2021

Nasdaq Adopts New Requirements for Board Diversity

Sullivan Client Alert

December 8, 2020

SEC Amends MD&A and Financial Disclosure Rules

Sullivan Client Alert

October 2, 2020

SEC Adopts Amendments to Modernize Shareholder Proposal Rules

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September 2, 2020

Environmental Disclosure Aspects of SEC Regulation S-K Amendments

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September 1, 2020

SEC Amends Definitions of "Accredited Investor" and "Qualified Institutional Buyer"

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August 31, 2020

SEC Amends Rules for Disclosures Regarding Business, Legal Proceedings and Risk Factors

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June 26, 2020

SEC Provides Additional Disclosure Considerations for Companies Impacted by Coronavirus (COVID-19) as the End of the Second Quarter Approaches

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June 24, 2020

SEC Revises Rules for Financial Statements Required for Acquisitions and Dispositions of Businesses and Real Estate

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May 11, 2020

Nasdaq Provides Temporary Relief from Shareholder Approval Rules

Sullivan Client Alert

April 22, 2020

Nasdaq Provides COVID-19 Relief for Bid Price and Market Value Listing Standards

Sullivan Client Alert

April 20, 2020

Updates to SEC Guidance on Shareholder Meetings and Filing Deadlines; NYSE and Nasdaq Provide Temporary Suspension of Continued Listing Requirements

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April 17, 2020

SEC Provides Disclosure Guidance for Public Companies Impacted by COVID-19

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March 23, 2020

SEC Adds Revenue Test for Public Companies to be Considered an “Accelerated Filer”

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March 18, 2020

SEC Provides Conditional Regulatory Relief for Public Companies Impacted by Coronavirus (COVID-19)

Sullivan Client Alert

March 16, 2020

SEC guidance on virtual meetings and meeting delays

SEC Pulse

March 8, 2020

IPOs and Marathons: How to Successfully Go the Distance

Banker and Tradesman