

## Mischi a Marca

Partner



gmamarca@cooley.com

+1 415 693 2148

San Francisco

Debt Finance  
Mergers and Acquisitions  
Capital Markets  
Public Companies  
Life Sciences  
Technology

Gian-Michele (Mischi) advises public and private companies, private equity firms and banks and non-bank lenders in various financing and corporate transactions, including acquisition financing, secured and unsecured credit facilities, mezzanine and second lien financings, structured financings (including royalty and synthetic royalty transactions), restructuring and recapitalizations, convertible, high yield and investment grade bond offerings and a variety of capital markets transactions. In particular, Mischi has extensive experience in convertible debt (and related derivatives) as well as revenue interests and other structured financing transactions for life sciences companies.

Mischi is ranked in Band 1 for Nationwide Capital Markets: Convertible Debt and recognized as a leading lawyer for Capital Markets: Debt & Equity in California and Nationwide (Western United States) by Chambers USA. According to a client, "he balances the business and the legal needs, making sure everyone comes out of transactions with what they want" and "is extremely experienced on the company and the bank side."

### Mischi's representative transactions include:

#### *Bond and Leveraged Finance Transactions*

- **Etsy** – \$1.0 billion 0.25% convertible senior notes due 2028, \$650 million 0.125% convertible senior notes due 2027, \$650 million 0.125% convertible senior notes due 2026 and \$345 million 0% convertible senior notes due 2020 (and related capped call transactions)
- **Ionis Pharmaceuticals** – \$632.5 million 0% convertible senior notes due 2026 (and related call spread transactions)
- **Uber** – \$1.2 billion 0% convertible senior notes due 2025
- **Splunk** – \$1.3 billion 1.125% convertible senior notes due 2027, \$862 million 1.125% convertible senior notes due 2025 and 1.3 billion 0.50% convertible senior notes due 2023 (and related capped call transactions)
- **Jazz Pharmaceuticals Public Limited Company** – \$1.0 billion 2.00% exchangeable senior notes due 2026, \$575 million 1.5% exchangeable senior notes due 2024, \$2.0 billion senior secured credit facilities to finance acquisition of Celator Pharmaceuticals and \$575 million 1.875% exchangeable senior notes due 2021
- **NVIDIA** – \$1.5 billion 2.850% senior notes due 2030, \$1.0 billion 3.5% senior notes due 2040, \$2.0 billion 3.5% senior notes due 2050 and \$500 million senior notes due 2060
- **Ascendis Pharma** – \$500 million 2.25% convertible senior notes due 2028

## *Life Sciences Transactions*

- **Dermavant** – \$160 million revenue interest purchase and sale agreement with various investors
- **Urogen** – \$75 million prepaid forward contract with RTW Investments ICAV
- **Gamida Cell** – \$75 million 5.875% exchangeable senior notes due 2026 to Highbridge Capital Management LLC
- **Biohaven Pharmaceuticals** – \$250 million zavegepart funding agreement with Royalty Pharma
- **Cytokinetics** – \$85 million royalty sale to RTW Investments, LP, \$300 million development funding loan agreement with Royalty Pharma Development Funding, LLC and \$150 million revenue participation right purchase agreement with Royalty Pharma Investments 2019 ICAV
- **Minerva Neurosciences** – \$155 million royalty sale to Royalty Pharma
- **Athenex** – \$225 million senior secured credit facility with Oaktree Fund Administration, as administrative agent, and \$50 million revenue interest financing agreement with Sagard Healthcare Royalty Partners, L.P.
- **Ionis Pharmaceuticals** – \$1.1 billion royalty sale to Royalty Pharma consisting of a \$500 million upfront payment and up to \$625 million in milestones

## Education

Georgetown University Law Center  
JD, 1996

University of California, Los Angeles (UCLA)  
BA, 1993

## Admissions & Credentials

California

New York

## Rankings & Accolades

Chambers USA: Band 1 for Capital Markets: Convertible Debt – Nationwide (2021 – 2024)

Chambers USA: Capital Markets: Debt & Equity: Western United States – Nationwide (2021 – 2024)

Chambers USA: Capital Markets: Debt & Equity – California (2021 – 2024)