

Toni D. Nguyen

916-513-9473  
toni.nguyen@powerschool.com

Austin, TX  
www.linkedin.com/pub/toni-  
nguyen/10/169/186

## Summary

Eighteen years of in-house and seven years of large firm experience, a record of success with publicly traded and private companies and a personal history of resilience combined with keen business savvy, relentless energy, innovative thinking, and passion to make an impactful difference. Core competencies include:

- **Commercial Transactions and Technology Licensing**
- **Proactive IP Strategy and Management**
- **Effective Litigation Management**
- **Compliance Policies and Training**
- **Corporate Governance**
- **Strategic Investment and Acquisition**
- **Global Expansion**

## Professional Experience

### **POWERSCHOOL GROUP LLC (NYSE: PWSC)**

Jan 2021 – Present

*Leading provider of cloud-based software for K-12 education in North America, supporting over 45M students globally for 90 of top 100 school districts and in over 90 countries, with expected annual revenues of \$677M and market cap of \$4B, Austin, TX*

#### **Vice President, Deputy General Counsel (Mar 2023 - Present); VP, Assistant General Counsel (Jan 2021 - Mar 2023)**

Lead and oversee commercial and strategic partnership team of 5 lawyers and 4 non-lawyers to manage and negotiate all international and domestic commercial contracts (sales, renewal, procurement, strategic partnership, product development, engineering, deployment, and marketing). Lead negotiations of complex, high-dollar strategic customer contracts, generating multi-millions in ARR. Support acquisitions of target companies to expand technology and customer reach; lead integration efforts. Serve as key legal advisor on global expansion initiative. Manage disputes and collection efforts. Support technology collaboration and data privacy and security initiatives. Provide legal assistance for July 2021 IPO. Provide legal and strategic advice to leadership team on optimizing business potential and broad range of matters. Recipient of President's Club Awards in 2021 and 2022 – recognized as MVP of Legal.

### **HOLLAND & KNIGHT LLP**

Sept 2018 – Jan 2021

*Global law firm with 1400 attorneys, 25 U.S. offices, and 3 international offices, serving wide range of industries and offering more than 200 practice groups, Austin, TX*

#### **Senior Counsel**

Served as business and technology lawyer in Corporate Securities, Merger & Acquisition practice group, focusing in the areas of technology transfers and intellectual property (IP) licensing (inbound and outbound), e-commerce and information technology (IT), intellectual property law and portfolio protection, general commercial and sales transactions, mergers and acquisitions, corporate governance, and data security and privacy. Advised businesses ranging from early-stage companies to public companies in various industries, including technology, software, gaming and e-gaming, telecom, healthcare and life science, biotechnology, manufacturing, real estate, education, retail and consumer products, hospitality and travel, financial services (including fintech), media, and construction. Served as IP, IT and Privacy specialist in buyer-side and seller-side acquisitions and as counsel for underwriters in deals requiring representation and warranty insurance.

### **UPLAND SOFTWARE, INC. (NASDAQ: UPLD)**

2017 – 2018

*\$675M market cap cloud-based Enterprise Work Management software company generating \$130M in annual revenues, Austin, TX*

#### **Senior Vice President & General Counsel**

Oversaw legal department; served on executive team; advised management team and all business stakeholders in North America and EMEA on various legal, risk, and compliance matters; managed company's corporate governance policies; and handled SEC filings and Board matters. Advised executive, sales, product and marketing teams on wide range of matters, including technology and licensing transactions; commercial agreements (including SaaS, SOWs, and sales orders); reseller, referral, co-marketing and partnership agreements; procurement, supplier/vendor, consulting and confidentiality agreements; lease agreements; compliance; privacy and data security; merger and acquisitions; integration; intellectual property prosecution and enforcement; litigation and

disputes; and employment matters. Served Board secretarial functions, including preparation of agendas, minutes, and unanimous written consents. Managed outside and in-house counsel.

**LUMINEX CORPORATION (NASDAQ: LMNX)**

2011 – 2017

*\$800M market cap diagnostic and life sciences company with a proprietary technology platform and an emphasis on biological testing generating \$230M in annual revenues, Austin, TX*

**Deputy General Counsel (2015-2017); Assistant General Counsel (2011-2015)**

Recruited to provide strategic and legal analysis and guidance relative to commercial transactions, intellectual property and employment in support of domestic and global business units generating 100% of company's revenues. Advised company leadership in optimizing business potential and deliver business and legal counsel on day-to-day operations across broad range of business topics. Prepared, analyzed, and negotiated outbound and inbound e-commerce, technology and patent license, and sales agreements. Addressed commercial disputes and managed litigation. Collaborated on M&A due diligence and strategic investments. Provided legal perspective on new revenue and business development opportunities. Updated and trained on compliance policies, including FCPA. Served corporate function (minutes, public filings, etc.). Managed in-house legal professionals and outside counsel relationships.

**BELO CORP.**

2006 – 2011

*\$1.5B publicly traded media company with four daily newspapers, 20+ TV and two cable news channels, and several specialty publications, Dallas, TX*

**Assistant General Counsel**

Recruited by general counsel based on expertise in intellectual property and e-commerce to lead commercial transactions, technology licensing, IP (patent, trademark, copyrights) portfolio management and litigation, as well as to oversee various general company legal matters. Supported interactive division with 30+ websites and provided counsel to 20+ TV stations and four daily newspapers and specialty publications. Supervising a team of three, prepared and negotiated complex commercial, technology, and Internet agreements. Managed company's IP portfolio and handled IP-related disputes and litigation. Counseled operating units on contractual disputes and statutory compliance. Evaluated and executed on strategic partnerships and investments. Oversaw data privacy and Internet security matters. Created rules for promotions and sweepstakes. Facilitated government inquiries. Prepared Freedom of Information Act requests.

**TRAVELOCITY.COM LP**

2003 – 2006

*Market-leading, multinational internet-based travel and lifestyle company owned by Sabre, serving one billion users, Southlake, TX*

**Associate General Counsel**

Recruited as senior attorney and promoted to assistant general counsel and then associate general counsel, providing e-commerce, transactional, IP and litigation legal and business guidance. With one paralegal, prepared essential form agreements to support affiliate programs and operationalize global website attracting approximately 720K daily visitors. Prepared, analyzed, and negotiated B2B and B2C commercial agreements of varying complexity and strategic and dollar value with airlines, hotels, automobile rental companies, joint venture partners/customers, SEO, and other technology providers. Managed company's IP portfolio and oversaw all IP disputes and litigation.

**GRAY CARY WARE & FREIDENRICH, LLP (NOW DLA PIPER LLP)**

2000 – 2002

*Silicon Valley-based firm specializing in assisting private and emerging companies in the high tech and biotech sectors, Austin, TX*

**Associate, Intellectual Property & Technology Section**

Recruited to develop and grow firm's IP licensing practice, working closely with start-up and emerging growth companies. Supervising junior associates and collaborating cross-sections, prepared, and negotiated format as well as deal-specific agreements for clients related to software/technology development and licenses, open source, OEM, reseller, strategic alliances, joint developments, ASP and SaaS, professional services, IP assignments, and content licenses. Conducted IP due diligence and reviewed merger/purchase agreements related to client M&A. Advised clients on data privacy, website terms and conditions, sweepstakes/contests, and internet-related matters. Supported patent litigation.

**VINSON & ELKINS L.L.P.**

1998 – 2000

*International law firm with approximately 700 attorneys across 15 offices worldwide, serving a vast array of clients in multiple sectors including energy, equity, technology, pharmaceutical and healthcare, Dallas, TX*

**Business Litigation Associate**

Drafted pleadings, motions, settlement agreements, discovery requests and responses, and Fifth Circuit briefs for breach of contract, product liability, legal and accounting malpractice, fraud, misrepresentation, and statutory violation cases. Prepared and deposed

witnesses. Prepared and researched legal memoranda on myriad issues. Conducted document review and production. Participated in trial proceedings and negotiated case settlements. Solely handled and tried small commercial cases to successful completion.

**CHIEF JUDGE JERRY BUCHMEYER, NORTHERN DISTRICT OF TEXAS**, Dallas, TX 1997 – 1998  
**Senior Law Clerk**

**THE SUPREME COURT OF TEXAS**, Austin, TX 1995 – 1995  
**Intern for Justice Nathan Hecht**

**KFDM-TV 6 (CBS affiliate)**, Beaumont, TX 1993 – 1994  
**News Reporter/Producer/Assignment Editor**

## Education

**Southern Methodist University School of Law**, Dallas, TX  
**Juris Doctor**, *cum laude* - 1997

### Honors

Order of the Coif; Order of the Barristers  
SMU Law Review Association  
Dallas Lawyers Auxiliary Achievement Award for Excellence  
William Rochelle, Jr. Endowed Scholarship

**The University of Texas**, Austin, TX  
**Bachelor of Journalism and Bachelor of Arts in Government**, *with Honors* – 1993

## Awards

PowerSchool Group LLC's President's Club Award (Legal Impact & MVP Award), 2021-2023  
Luminex's "Over and Above Award" for outstanding contribution, 2013-2015  
Texas Minority Corporate Program's 2015 Corporate Counsel of the Year Finalist  
Justice David Wellington Chew Award for Outstanding Contribution to the Asian-Pacific American Community, 2014  
*Dallas Business Journal's* 2009 Best Corporate Counsel Award  
"Best Lawyer Under 40" by the National Asian Pacific American Bar Association, 2009  
"Best Lawyers Under 40" by D Magazine, 2004  
"Up and Coming" in-house attorney by *The Texas Lawyer*, 2004

## Professional Memberships/Affiliations

Advanced In-House CLE, Co-Director (2016-2019), Planning Committee Member (2020-Present)  
Asian Pacific Interest Section, State Bar of Texas, Chair (2001-2002); Council Member (2000-Present)  
Dallas Asian-American Bar Association, Board Member (2003-2004), Member (1997-2011)  
General Counsel Forum, Member (2015-2017), Board of Directors (2016-2017)  
State Bar of Texas (SBOT), Board of Directors (2010-2013)  
SBOT Corporate Counsel Section, Chair (2023-Present); Council Member (2013-Present)  
SBOT CLE Committee (2019-Present)

## Philanthropy

Chord for Life (serving senior community), Secretary (2021-Present)  
National Charity League, Hills of Austin Chapter (2017-2023), Board Member (2019-2021)  
Young Men Service League, Hills of Westlake Chapter (2019-2023), Board member (2021-2022)  
(serving numerous non-profit organizations, including Ronald McDonald House Charities, Mobile Loaves & Fishes, Partnerships for Children, Meals on Wheels, Central Texas Food Bank, Jeremiah Program, Salvation Army, etc.)