

JAMES GRAVES

Attorney

Contact Information

Phone: 206-607-4188

Email: graves@carneylaw.com



James Graves is a Seattle-based corporate attorney with a practice centered on complex mergers and acquisitions (M&A), venture and angel financings, securities, and serving as outside general counsel to privately held and emerging growth companies. He regularly advises both emerging and mature companies, founders, executive teams, and investors across a broad range of industries including SaaS (software-as-a-service), DaaS (data-as-a-service), e-commerce, commercial products, heavy industry, private equity, and PropTech.

James brings broad legal experience spanning the entire business lifecycle, from entity formation and fundraising to exit transactions and litigation. His background includes in-house roles at Fortune 5 companies, advising in-house at venture-backed startups, managing high-stakes commercial litigation, and leading transactions involving hundreds of millions of dollars in enterprise value.

This breadth of experience enables James to manage risk efficiently and deliver practical, business-oriented legal advice that keeps his clients focused on what matters most: growing and running their companies.

His core practice areas include:

- Complex M&A: Buy-side and sell-side transactions, often involving intricate deal structures, cross-border components, or institutional capital.
- Venture Capital & Fundraising: Representation of startups and emerging companies from Seed and Series A through later-stage financing.
- Outside General Counsel Services: Ongoing legal and strategic counsel for privately held businesses without internal legal teams.
- Startup & Entity Formation: Advising founders on initial structuring, governance, IP, and operational planning.

Outside of work, James's passions include his family, his westie (Kevin), baseball, music, foreign languages, mountaineering, motorcycles, high fantasy books, and dive bars.

EDUCATION

- J.D., Seattle University School of Law (2015)
 - Editor-in-Chief of the *Seattle Journal of Environmental Law*
- B.A., *cum laude*, Gonzaga (2012)

BAR & COURT ADMISSIONS

- State of Washington
- United States District Court, Western District of Washington
- United States District Court, Eastern District of Washington

PROFESSIONAL ASSOCIATIONS

- King County Bar Association
- Washington State Bar Association
- Maritime Blue

REPRESENTATIVE TRANSACTIONS

- Lead counsel to minority stockholder of SaaS platform in connection with stock sale to strategic buyer worth \$14M.
- Represented Five Axis Industries, Inc., a leading Pacific Northwest aerospace manufacturer, in its \$88M acquisition by Karman Space & Defense, a leading U.S. supplier to the aerospace and defense industry.
- Lead counsel to California based startup in connection with Series A Preferred Stock and follow up rounds worth \$16M.
- Lead Counsel to Leadr \$10M Series A Financing.
- Lead Counsel to a local SaaS startup in connection with Series Seed Preferred Stock financing worth \$2.7M.
- Lead Counsel to a local SaaS startup in connection with Series Seed-2 Preferred Stock financing worth \$1.8M.
- Lead counsel to a local SaaS startup in connection with Series Seed-3 Preferred Stock financing worth \$3.6M.
- Lead counsel to local market research startup in cross-border strategic partnership involving preferred stock ownership and corporate governance matters.
- Lead counsel to local electronic safety device startup in cross-border share exchange transaction involving a strategic international partner.
- Lead counsel to minority limited liability company owner in connection with preferred unit financing and follow-on investment transactions.
- Counsel to beverage distributor in connection with asset sale to strategic buyer.
- Counsel to local web services company in connection with \$9M asset sale to industry-specific holdings company.
- Counsel to west coast PropTech company in connection with asset acquisition worth \$1M.
- Counsel to industry leading marine transportation company in debt-financing of vessel sale worth over \$2M.

PUBLICATIONS

- “How to Avoid Millions of Dollars in Capital Gains Tax by Using the Qualified Small Business Stock Exclusion,” *The Startup Law Blog*, 2020
- “How to Read Your Founder Documents,” *The Startup Law Blog*, 2020
- “How to Obtain a 409a Valuation for your Company and When to Do It,” *The Startup Law Blog*, 2020

- “Be Careful Who You Issue Stock Options To Under Rule 701,” *The Startup Law Blog*, 2020
- “How to Use and Review Non-Disclosure Agreements (NDAs),” *The Startup Law Blog*, 2020
- “CARES Act: The Affiliation Rules and How They Could Affect Your Eligibility for a PPP Loan,” *The Startup Law Blog*, 2020
- “Why it is So Difficult to Take investment From Non-accredited Investors,” *The Startup Law Blog*, 2020
- “Update to Statutory Preemptive Rights in Washington Corporations,” *The Startup Law Blog*, 2020
- “CARES Act: How the Paycheck Protection Program Can Help Your Company,” *The Startup Law Blog*, 2020
- “Raising Equity Capital for Your Startup: Securities Law Exemptions Ranked by Ease of Use,” *The Startup Law Blog*, 2020
- “How to Read Convertible Promissory Notes,” *The Startup Law Blog*, 2020
- “SEC Concept Release Letter,” *The Startup Law Blog*, 2019
- “The Rule 701 Math: How to do it,” *The Startup Law Blog*, 2019
- “How to Form a Washington Corporation,” *The Startup Law Blog*, 2019
- “Repricing Stock Options: The Rule 701 Math,” *The Startup Law Blog*, 2019