



Nithya Das

Chief Operating Officer & Chief Legal Officer, Olo

Nithya was a Senior Associate in the Technology Companies practice group at Goodwin where she spent over five years. She served as Chief Legal Officer and Chief People Officer at AppNexus (acquired by AT&T). Most recently, she was Chief Operating and Chief Legal Officer at Olo (NYSE: OLO). She is also a member of the Board Directors at Outbrain (NYSE: OB).

Career Perspective

Q: What made you decide to go in-house?

A: When I was at Goodwin, I worked in the Tech Company Group and spent part of my time working on launching [The Founder's Workbench](#). At some point over the course of being an associate, I wanted to move out of the straight and narrow of the billing environment. I wanted to be somewhere where I could have an opportunity to get closer to the business. At that time, I had read an article by Whitney Johnson about personal disruption. Whitney's advice was to put yourself on kind of a path of the unknown and put yourself out there in the same way that we think about putting new products out for innovation and disruption of an industry. It was about being willing to take a leap without necessarily knowing what was coming next. So, I decided to take a personal risk which I thought would come at the benefit of a lot of opportunity. It was a calculated risk, though, in the sense that I picked a company with great investors and a strong management team. So, I decided to leave Goodwin and go in-house to AppNexus without necessarily knowing exactly what the next step was.

Q: How did working at Goodwin prepare you to move in-house?

A: When I was at Goodwin, I was in the Business Law Department, and the way it was structured, at least back then, was that they had an ongoing corporate team for different corporate clients. One of the great benefits of that was that I actually got to stay on with some of my clients for several years, working with them through things like IPOs, M&As, ongoing work that came up, and that meant that I really got a chance to know the business. I got to know the General Counsels, if they had one, and I got to know the management team.

I learned not only how to be kind of an expert across a lot of different areas, but really how to be an outside general counsel. That was the model and that is the role that the firm plays for a lot of companies. When I moved in-house, it felt like a pretty seamless transition, because as an in-house lawyer you just have to be prepared to take on whatever happens to hit the fan that day, and that is really what my Goodwin training, and the combination of that ongoing corporate team structure, prepared me to do.

Q: What do you think are the biggest differences between being a lawyer at Goodwin and being the client?

A: When you are on the client side, you tend to feel a lot more vested in the outcomes and the initiatives that you are working on. As an outside lawyer, for example, you might work on an M&A deal and when the deal signs and closes, you are done. You wrap it up and move on. But when you are in-house, you actually have to live with that business. You have to think about how to integrate it. You have to think about how to have ownership for it. You have to think about how you are going to put the same legal controls and operations in place that maybe you have over other aspects of the business. So, you end up really living it much more than you do as an outside lawyer. That is really exciting and for me has always been something that has been a source of engagement and makes me want to dive that much deeper into the work, as opposed to when you are an outside lawyer, and you are more on the periphery.

Q: How would you describe what it's like being a chief legal officer and chief operating officer at the same time at an organization?

A: Well, one thing that I have loved about my role as the COO and CLO is the ability to connect the dots. As a Chief Legal Officer or an in-house lawyer, one of the unique things about the position is that you are in the know on a lot of things that are happening at the company. You are squarely in the flow of information because you touch everything that happens with the board, with the management team, with the financials and the finance team, and you are involved in the people and culture. You get this broad purview across the company. So being in the COO position and having a lot of those teams report up into me is an exciting seat to sit in because I had an opportunity to have that holistic perspective across the company to help create outcomes, to connect the dots.

The other thing that has been really exciting about being at Olo is when I joined here, we were a private company. We went public on the New York Stock Exchange in 2021. Again, oftentimes in the legal seat you can use that role as an opportunity to create really meaningful outcomes for the company, for the people who work at the company, and for its shareholders. So, some examples of work that I have been fortunate enough to participate in are launching things like our donor-advised fund as part of the IPO process and joining Pledge 1%, both at Olo and at my last company, AppNexus. I helped to stand up our DEI strategy, I have helped to launch our corporate social responsibility and ESG initiatives, and so there is this unique opportunity to carve out “doing good while doing well.” Again, being in the legal seat, you are positioned to create some of that change.

As lawyers we are able to understand both the work that is required to execute something like setting up a DAF fund and putting in pre-IPO shares, but we also have a relationship with the board, and with the CEO, and can use our access and our privilege to sponsor initiatives like that and be advocates for them.

Q: What do you think the biggest challenges are in the legal industry right now? What do you view as the biggest opportunities within that space?

A: Well, one challenge that everybody is grappling with right now is just navigating downturns or macroeconomic conditions. Again, as lawyers, we are viewed internally by colleagues, peers, and coworkers as leaders. One opportunity, as somebody who sits in that position, is to think about how to navigate those downturns or any challenges that your company might be faced in a way that can help bring everybody else along.

It is a natural opportunity to show grace under pressure, to show an ability to be empathetic, and people-first in all of the decisions that we make. Obviously, all of the legal decisions that we are tasked with making have an impact on people, and so just keeping that at the forefront - taking the time to slow down and give people context and information on what is happening, whether you are a lawyer in a public company environment or a private company environment. As lawyers, we have so much knowledge, insight, and information, and looking for ways to share that, to help shepherd the rest of the company along through challenges can be really impactful.

Career Advice

Q: What has been the best piece of career advice you have ever gotten to really help you go from an associate, to in-house, and then to the Chief Legal Officer?

A: One piece of career advice that I received several years ago was when I was at AppNexus. I was put into a position of being the Acting General Counsel, and I remember at the time I did not know exactly how long I was going to be Acting General Counsel or if there was going to be an opportunity for me to become the eventual full-time, or real GC, if you will.

I remember there were two conversations that I had with John Egan from Goodwin that were really helpful pieces of advice to me in my career. The first was when he convinced me to take a chance on being the Acting General Counsel, as opposed to giving in to a need to try to figure out all of the particulars – How long? What were the signs of success? What were the promotion criteria?. He talked me into just taking a chance, doing the acting GC role, and approaching it with the mindset of “What is the worst that could happen? I am the Acting General Counsel at a well-known New York startup for three-six months, and then move on to find something different. And what is the best that could happen? I could become the General Counsel.” So, I followed his advice, and I became the General Counsel, and then I became the Chief Legal Officer and the Chief People Officer. Then ultimately, I helped sell that company to AT&T and created really meaningful outcomes for lots of people at the company and for our investors. That was really good advice to lean into the uncertainty and take a chance.

The second piece of advice that he gave me, around the same time of wanting to become a General Counsel, was a story about Troy Aikman. He said if you want to win a Heisman, the best thing that you can do is find somebody who has won a Heisman before you and learn as much as you can from them. He introduced me to two lawyers, one of whom was John Kelleher, the GC at HubSpot at the time. John ended up being a tremendous mentor and advisor to me along the way, both from as tactical of things as sharing forms and documents with me to helping me strategically think through things like information-sharing policies and how to help institute a culture

of transparency within a company. That was really instrumental to me – the advice to try to find somebody like that who had won a Heisman Trophy.

Get to Know Me

Q: What do you like to do for fun when you are not working?

A: I live in Hoboken with my husband and two daughters, one is 13 and the other is three. I am squarely in what I like to say is both ends of the parenting journey, and we also have a seven-year-old Labradoodle. I like to spend as much of my free time as I can with the kids and getting out with the family.

I am an avid Peloton cyclist, although I will admit anybody who follows me on Peloton will pretty quickly be able to tell, I am also a Peloton multitasker, so I do a lot of emails and online shopping while I am on the Peloton, which is maybe not advisable. I also love cooking. So cooking is really kind of my relaxation and favorite pastime.

Q: What would you do if you were not a lawyer?

A: If I were not a lawyer, I think that I would want to have a cooking show or something along those lines. My 13-year-old is trying to convince me that I need to do a cooking TikTok and try to write a cookbook. So, actually, a fun story about myself is that back in 2007 when I was at Goodwin, as much as I loved being a corporate lawyer, I did feel that I needed to do something that was more of a creative outlet, so I started a cooking blog called Hungry Desi. It was a blog dedicated to writing vegetarian and modernized Indian recipes. I started doing food photography, because obviously if you write a cooking blog, you have to have delicious-looking food. So that became my creative outlet, and I kept up with it quite a lot, probably up until I became the official General Counsel at AppNexus. Then, it took a little bit of a backseat, but I still do a lot of Instagramming and spamming my entire family with photos of everything that I have cooked during the day and the week.

Hear more of what we have to say.

To learn more about our Alumni Program and what our alumni are up to, please visit goodwinlaw.com/alumni.

Meet us at the intersection of capital and innovation: goodwinlaw.com

This informational piece, which may be considered advertising under the ethical rules of certain jurisdictions, is provided on the understanding that it does not constitute the rendering of legal advice or other professional advice by Goodwin Procter or its lawyers. Prior results do not guarantee a similar outcome. Goodwin Procter is an international legal practice carried on by Goodwin Procter LLP and its affiliated entities. For further information about our offices and the regulatory regimes that apply to them, please refer to goodwinlaw.com/Legal-Notices. © 2022 Goodwin Procter. All rights reserved.



GOODWIN