

CAPITAL MARKETS & SECURITIES

Our attorneys are experienced in providing public and private companies knowledgeable and responsive advice regarding their capital raising efforts. Whether a seasoned issuer or a start-up, we seek to provide an effective and efficient solution.

Our attorneys are capable of advising on the full spectrum of legal issues faced by public and private issuers. Whether it is raising seed capital or conducting an initial public offering, we bring extensive experience to every engagement. In addition to our guidance on corporate and securities matters, we bring together attorneys from all of the firm's practice areas to provide our clients with experienced counsel.

SECURITIES OFFERINGS

We assist on public and private securities offerings, and our attorneys have represented issuers and underwriters in initial public offerings and follow-on offerings of a variety of equity, debt and convertible securities, including:

- Registered offerings under the Securities Act of 1933
- Offerings under Rule 144A, Regulation D (Rules 506(b) and 506(c)), Regulation A+, Regulation S, as well as PIPE transactions
- Alternative public offerings
- Consolidation and roll-up transactions
- Rescission offers
- Exchange offers

CORPORATE GOVERNANCE AND RELATED MATTERS

Our attorneys offer our clients assistance with corporate governance, executive compensation, securities laws compliance and a wide variety of other corporate and securities matters. We regularly advise public companies on the following matters:

- Securities Exchange Act of 1934 filings and relate disclosure guidance
- National securities exchange rules compliance
- Executive compensation matters and equity award practices
- Corporate governance matters such as risk management practices, insider trading policies, board and management structures, governance "best practices", and fiduciary duties
- Shareholder relations matters such as rights plans, shareholder meetings, proxy solicitations and proxy contests
- Reporting and short-swing profits issues under Section 16 of the Securities Exchange Act of 1934
- Regulation FD matters, press releases, and other communications to the public and research analysts
- Special investigations involving matters such as accounting or disclosure issues, SEC enforcement actions and defense of whistleblowers claims
- Establishment of insider trading policies and Rule 10b5-1 plans

Moreover, we advise clients with respect to the formation of hedge funds, other private investment companies and state regulatory issues.