

CORPORATE - Securities and Public Companies

Providing Confidence in Transactions and Compliance, Down to the Smallest Detail

For decades, our securities attorneys have counseled clients in almost every industry, handling the most complex public and private offerings and securities law compliance matters. We use our experience, technical knowledge, and sound judgment to provide solid strategy and comprehensive legal support on any transaction or compliance matter.

How We Can Help You

Building the Right Team for You

We learn your business inside and out and then tailor our services to produce responsive, creative and cost-efficient solutions. The depth of talent across our firm enables us to build the right team with the right experience to develop the right strategies and process. We're proud of what we accomplish with lean deal teams.

Securities & SEC: At the Core of Our Practice

We're ready to advise you on the listing and compliance requirements of the NYSE, NASDAQ and other SROs, and with reporting requirements under the Securities Exchange Act of 1934. Because of our frequent interaction with the Securities and Exchange Commission (SEC), major stock exchanges, and state securities commissions, we know how to guide you through every aspect of compliance. Our goal is to help you meet all applicable standards:

Annual and periodic reports • Insider trading and share ownership reports • Public disclosure
Proxy statements • Regulation FD • Regulation G • Sarbanes-Oxley • Shareholder activism
Shareholder communications • Shareholder meetings • The Dodd-Frank Act

Managing Sophisticated Transactions

Our securities attorneys represent issuers, underwriters and investors in public and private securities transactions. We're prepared to work with you on:

- Annual and periodic reports
- SEC-registered underwritten debt and equity offerings, including IPOs, follow-on offerings and hybrid securities offerings
- Shelf registration statements (for primary offerings, secondary offerings (resales) and acquisitions)
- Spin-offs and going private transactions
- Rule 144A, PIPES, private placements and other exempt offerings
- Tender offers (self- and third-party tenders) and other M&A transactions in which securities are issued as consideration
- Insider trading and Section 16 compliance and reporting issues, Rule 144 sales and Schedule 13D/G compliance

The Full Range of Corporate Issues for Public Companies

Public companies need more than securities and capital formation support. Our full-service team can support you with:

Corporate Governance. Advising your senior management, board of directors, board committees and independent directors on every component of corporate governance, from board and committee structure to corporate codes of ethics, shareholder relations and beyond.

Executive Compensation. Guiding your executives and board through complex regulations and business considerations related to the design and regulation of executive compensation arrangements.

Employee Retirement Income Security Act (ERISA). Helping you with compliance and benefit plans designed to attract and retain the right employees.

Tax. Advising you on structuring financial instruments and providing advice on operational tax issues. Our attorneys have high level U.S. Department of Treasury, Internal Revenue Service (IRS) and congressional staff experience. Many have helped draft federal tax legislation, Treasury regulations and IRS administrative rulings.

The Foreign Corrupt Practices Act (FCPA). Developing compliance programs, avoid FCPA problems, and resolve problems if they arise.

Emerging Companies. Working closely with companies that introduce new product categories and business methods to the market like blockchain technology.

Supporting Investment Management Firms

We also assist investment management firms with all regulatory requirements applicable to their organizations and with the conduct of their ongoing adviser and fund operations.

Nationally recognized by *Corporate Counsel*
as a “go-to” firm for corporate law.

ADVANCING OUR CLIENTS' GOALS

Capital Fuel for the Natural Gas Boom

When one of the largest independent natural gas exploration, development and production companies wanted to raise more than \$4 billion in capital, our attorneys served as securities counsel. We assisted with the simultaneous underwritten, public, common stock offering of approximately \$1.8 billion and an underwritten private offering of \$2.75 billion of senior notes.

Private Offerings for a Hotel Resort Company

We assisted a hotel resort company with multiple private securities offerings. These included a \$60 million private placement of common equity, a \$125 million private placement of equity, a \$250 million sale of common equity to a strategic buyer, a \$190 million private placement of preferred equity, and a \$675 million 144A bond offering.

Transforming a 150-Year Old Institution Into Two 21st Century Energy Powerhouses

Our attorneys served as lead counsel to a major institutional energy company as it separated into two publicly traded companies having an aggregate market capitalization in excess of 4 billion dollars: a coal company and a natural gas exploration and production company. A true multidisciplinary effort, this project, which entailed a spin-off of the coal company, involved coordination of attorneys from more than six different practice groups within our firm. Each of the two resulting companies holds a leadership position in its segment of the energy industry.