



Securities offerings are a primary tool for businesses to raise capital. Complex rules govern securities transactions and directly impact a host of other critical, corporate transactions (including mergers and acquisitions, stock buybacks and tender offers, employee benefits and new venture formation).

Our experienced team helps businesses navigate the complexities of securities offerings and capital markets transactions using underlying legal frameworks to best optimize a client's approach to structuring and distribution.

### Unraveling Securities Complexity To Propel Growth

Since the groundwork for federal securities registration was first laid with the Securities Act of 1933 and the Securities Exchange Act of 1934, additional legislation and regulations (combined with individual state blue sky laws and the rules of self-regulatory organizations such as the NYSE and FINRA) have converged to produce an array of potential public and private securities offering traps and opportunities, each with ever-growing complexity.

Our securities team helps unravel that complexity for issuers and asset managers seeking financing (as well as investment banks and placement agents). From the earliest stages of the decision-making process, our

#### CORE OFFERINGS

- > SEC-registered offerings of listed and non-listed companies,
- > Regulation A qualified offerings,
- > Regulation D and other exempt offerings, and
- > PIPE transactions.

goal is to ensure that our clients receive informed, cost-effective, and clear answers regarding even the most intricate securities-related questions.

We deliver the full suite of disclosure, transactional and governance documents required for securities offerings (including drafting and reviewing registration statements, offering statements or private placement memoranda, underwriting and placement agent agreements, charters, bylaws, partnership and operating agreements and subscription agreements). Additionally, we handle state blue sky filings and serve clients on an à la carte basis.

#### Substantial Securities Experience

The continually evolving landscape of securities regulation necessitates counsel with experience, which is precisely what clients can expect from us.

Our securities team regularly advises issuers across the capital markets arena, from those considering private retail markets to those listing on the New York Stock Exchange or Nasdaq. No matter where our clients are in their capital life cycle, we help them execute an informed, prosperous strategy for capital markets.

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