

# SECURITIES & CAPITAL MARKETS

Our attorneys have extensive experience representing public and private companies in all aspects of capital markets and securities transactions as well as continued compliance with federal and state securities laws.

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We serve as primary outside counsel to clients who range from publicly traded Fortune 500 companies and prominent public companies headquartered in the Southeast to start-up ventures. Our experience spans numerous industries, such as home improvement retail, healthcare, natural gas distribution, power line construction and engineering, steel and steel product manufacturing and telecommunications.

We regularly represent clients in initial and secondary public offerings, high-yield and investment-grade debt issuances, Rule 144A financings, exchange offers, convertible debt issuances, private placements, tender offers, project financings, and other liability management transactions. We also counsel other key parties in public offerings and private placements, such as underwriters, placement agents, institutional investors and selling shareholders, as well as those providing credit support on debt issues through guarantees, surety bonds and letters of credit.

## Public Securities Offerings

For companies planning an initial public offering ("IPO"), we work closely with issuers, their accountants, and investment bankers in connection with all phases of the IPO process.

- Corporate structuring, including capital structure, charter and bylaw provisions, corporate governance matters, board committees and conflict of interest issues
- Implementing employee benefit plans, including stock-based compensation plans for officers, directors and key employees
- Preparing and filing registration statements under the Securities Act of 1933 with the Securities and Exchange Commission and resolving SEC staff comments
- Reviewing and advising issuers regarding the terms of underwriting agreements
- Coordinating the closing of the offering with accountants, underwriters and their counsel, including the preparation of all documents and certificates deliverable by issuers as required by the underwriting agreement
- Listing issuers' securities on major exchanges, including the NYSE and NASDAQ
- Selecting a financial printer and coordinating the printing process with financial printers
- Coordinating the selection of transfer agents and registrars and the engraving of stock certificates selected by issuers

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We also represent our public company clients in follow-on “secondary” equity offerings, debt offerings, universal “shelf” registration statements, high-yield and investment-grade debt issuances, exchange offers, consent solicitations and tender offers. We have represented clients in “going private” transactions as well.

### Securities Regulation

We are actively involved in advising public companies, their directors, officers and principal shareholders, regarding compliance and disclosure obligations under the federal securities laws. This representation includes review of period reports on Forms 10-K, 10-Q and 8-K, insider trading policies, 10b5-1 trading plans and Rule 144 sales by holders of restricted stock, Williams Act reports, disclosure issues with respect to Rule 10b-5 and Regulation FD, and responding to and resolving SEC comment letters.

As noted below, we also represent clients structuring transactions involving unregistered securities that comply with federal and state (or “blue sky”) securities laws.

Complementary to our securities regulation practice, our Corporate Governance attorneys advise our public company clients, boards of directors and board committees, and senior management on the full spectrum of corporate governance matters.

### Acquisitions By & Of Public Companies

We advise public companies with respect to the corporate and securities law aspects of acquisitions, including stock and cash transactions, and related filing requirements with the SEC and disclosure obligations under the 1933 Act, exchange listing agreements and Rule 10b-5. We have experience negotiating tender offers and merger agreements on behalf of public companies, including advising the board of directors regarding corporate governance issues and fiduciary obligations, as both the acquirer and the target.

### Private Placements & Resales

In addition to initial public and secondary offerings, we have extensive experience in private placements of securities in connection with original issuances and acquisitions, which have included Regulation D offerings, Rule 144A and PIPE deals, private financing transactions, venture capital and angel financing rounds. Our transactional experience has included private placements for developers and owners of shopping centers, nursing homes and medical office buildings, sponsors of venture capital firms and investment funds, acquirers of medical practices, developers of hospitals and purchasers of various types of operating businesses.