

# SECURITIES

## OVERVIEW

Eckert Seamans represents large national and international companies and smaller businesses in all aspects of capital raising, securities law compliance, mergers and acquisitions, and corporate finance. The firm uses a team approach that utilizes skilled attorneys across a number of practice areas to develop innovative solutions to the problems raised in these complex transactions. Eckert Seamans believes that its role is not merely to react to changes in the law and the marketplace as they occur, but also anticipate those changes for the benefit of our clients.

The firm assists publicly traded clients with the full range of transaction and compliance activities, including preparation of registration statements for initial public offerings and subsequent offerings, proxy statements, annual reports, and similar filings. The firm has been actively involved in proxy contests as well as "going dark" and "going private" transactions. We also assist clients in meeting and maintaining NASDAQ and stock exchange listing requirements, defending delisting actions, and meeting OTC stock market disclosure requirements.

We assist clients raising capital privately in private offerings of securities as well as negotiated transactions such as "angel" investments and venture capital investments. We are sensitive to the financial needs of emerging companies and have developed methods for companies to meet their disclosure obligations in ways that are consistent with the amount of capital being raised.

We also represent individuals in meeting their reporting requirements under SEC laws such as the Williams Act and the rules governing short swing profits.

We have significant experience representing buyers and sellers of regulated securities industry participants, such as investment advisers and broker-dealers.

Firm attorneys welcome the challenges posed by unusual transactions, such as the retirement of publicly held debt through a self-tender offer. Moreover, the firm has adopted techniques used in other contexts for new purposes, including interest rate swaps for long-term financing of leased facilities and employee stock ownership plans (ESOPs) for acquisitions and financings.

## REPRESENTATIVE MATTERS

- Assist public clients in negotiation and closing of Private Investment in Public Equity ("PIPE") transactions and subsequent registration statements.
- Negotiate placement agent agreements for clients raising private funds, and prepare private placement memoranda and related documentation.
- Represent promoters of real estate and oil and gas properties in the private placement of securities.
- Assist high-tech, biotech, e-commerce, and other emerging companies in raising "angel" and venture capital financing and coping with the problems experienced by many start-up businesses.
- Represent venture capital and private equity funds and investors, including structuring and completing the equity and debt financing, acquisition, development, and sale of technology-related businesses.
- Represent public companies in NASDAQ de-listing proceedings.
- Assist public company in developing codes of conduct and other corporate governance policies and keeping current on requirements and best practices for these policies.
- Counsel clients on the development and implementation of takeover defense measures.
- Assist publicly held client in going-private transaction in which purchaser is its primary lender.
- Assist holders of "restricted securities" in public companies to meet requirements for liquidating their holdings.
- Represent borrowers and lenders in leveraged buyouts and other forms of structured financing; significant experience with complex cash flow and asset-based lending.
- Structure joint ventures as flexible vehicles to undertake specific projects, including real estate development, oil and gas exploration, gold mining, technology transfer, funding of start-up ventures.
- Represent domestic companies abroad and serve as United States counsel to many foreign corporations, including companies headquartered in Europe, Asia, Latin America, Canada, and Africa.