

# Corporate

## Corporate Finance

We represent companies, investors, underwriters, and placement agents in a wide range of financing transactions. Our clients range from start-up companies and investment funds involved in initial rounds of investment to seasoned public companies and their investors, investment banks, and funding portals. We help clients with:

- initial public offerings;
- cross-border offerings making use of Regulation S, Rule 144A, or federal registration under the Securities Act, as well as exemptions from public offering obligations under the Prospectus Regulation of the European Union;
- follow-on offerings of debt and equity securities;
- PIPE transactions;
- private placements of common and preferred stock, warrants, debt securities, and limited partnership or LLC interests, including angel and venture financings; and
- JOBS Act financings, using "Regulation A+" as well as online offerings and "accredited investor crowdfunding" under Rule 506(c).

Our attorneys are on the forefront of change in the regulation of securities offerings under the JOBS Act as well as under the Prospectus Regulation of the European Union, and understand the demands of an ever-changing market. Our New York and Paris offices work jointly on clients' Initial Coin Offerings (ICOs), and stay on the cutting edge of new regulations and regulatory authorities' policies. We work quickly and effectively to help achieve client goals and craft solutions consistent with client business strategies.

Our attorneys have deep experience in corporate governance and disclosure issues for public and private companies as well as investment funds. We assist our clients in understanding and complying with their obligations under the securities laws, both during and after the offering process, and we help prepare the documents and policies they will need after the offering.

### Representative Matters

#### Some of the matters represented by our attorneys

##### Public Companies

- initial and follow-on public offerings of common stock by a major quick service restaurant franchisor, with shares listed on the New York Stock Exchange and the Toronto Stock Exchange
- employee stock incentive offering and dividend reinvestment plan for the same quick service restaurant franchisor
- initial public offering and follow-on secondary offering of paired debt and equity units issued by a foodservice company with units listed on the NYSE Amex
- private placement and subsequent secondary registration of convertible notes for a Montreal-based pharmaceuticals company listed on NASDAQ
- equity line and registration statement for the same Montreal-based pharmaceuticals company

- secondary offering of debt and equity securities of a web hosting and fiber optic cable company with shares listed on the NYSE Amex
- shelf registration and placement of several rounds of debt financing for a major public utility with shares listed on the New York Stock Exchange
- “Exxon Capital” exchange offer and registration of notes issued by a subsidiary of a major public utility
- representation of selling shareholders in the initial public offering of a telecommunications company with shares listed on the New York Stock Exchange
- registration statement on Form 10 for a bank holding company with shares traded on the OTC Bulletin Board

#### **Private Placements**

- initial and follow-on investment rounds on behalf of various technology companies
- private offerings of debt and equity securities, including warrants and convertible notes, on behalf of a retail financial services company
- representation of placement agent in an offering of LLC interests in a network of automotive dealerships
- private placement of long term notes issued by a major Canadian mining company
- acquisition of preferred stock of a Canadian pharmaceuticals company by a major U.S. private equity investor

#### **Investment Funds**

- initial formation and follow-on private offerings of LLC interests by two venture capital investment funds
- representation of a major financial institution in the formation of private equity and venture capital investment funds and the offering of such funds to qualified purchasers (as defined in the Investment Company Act of 1940, as amended)
- representation of hedge funds in initial formation and subsequent offerings