



Securities Regulation and Compliance

Instilling confidence in investors and the business community.

The Spencer Fane Securities Regulation and Compliance team helps business leaders understand and comply with applicable federal and state securities laws, so they can demonstrate that their companies are not only following the laws but are good corporate citizens. We assist our clients in disclosure and governance matters, as well as raising capital privately or publicly, as they launch and grow their businesses.

Overview

Helping business leaders understand and comply with federal and state securities laws

Spencer Fane advises companies of all sizes on raising capital in private placements and public offerings, complying with federal and state (blue sky) securities laws for offerings and ongoing disclosures, and developing and maintaining best governance practices.

Whether we serve as outside general counsel or as securities counsel to a company with in-house general counsel, we take the time to understand our clients' business needs and culture, so we are able to offer practical solutions to complying with filing requirements, board and committee obligations, and federal and state laws affecting disclosure obligations and registered and exempt securities offerings.

Members of the Spencer Fane Securities Regulation and Compliance team advise clients on:

- **Public and private offerings**
- **Exchange Act disclosures**
- **Stock exchange listing requirements**
- **Corporate governance**, counseling boards of directors, and their committees
- **Rules 144 and 144A, Schedules 13D and 13G, and Form 3, 4, and 5 regulations and filings**, advising companies, executives, and significant shareholders
- **Developing executive compensation plans and employment agreements**, both cash and equity
- **Structuring transactions**, including mergers, acquisitions, divestitures, tender offers, takeover defenses, and other types of transactions
- **Investment adviser, broker-dealer, and investment company** exemptions, compliance, and dispute resolution
- **Private equity funds**, structuring, and capital-raising

Experience

- Represented a company from its growth stage as a privately held entity, through its IPO, in all of its Exchange Act and NYSE responsibilities over its years as a public company, and through its eventual going-private transaction in a registered tender offer transaction.

- Served as outside general and securities counsel to a foreign-chartered company that went public in the U.S., advising its board on governance, Exchange Act, and NASDAQ requirements.
- Represented a client in registered and exempt secondary securities offerings, routine and extraordinary Exchange Act filings, adoption and administration of board and committee charters, corporate transactions, and eventual delisting from national securities exchange.