SpencerFane®

Corporate and Business Transactions

Create, grow, and protect business value. We're all in.

Around the corner and around the world, startup, growth, and large public companies rely on Spencer Fane for legal advice and agile solutions to challenges and opportunities. We help clients manage all aspects of day-to-day operations and critical transactions with the business speed and sense clients value.

Overview

Understanding your business inside and out

Whether we serve as outside general counsel for smaller, growing enterprises or provide specialty tax, employment, governance, securities, or other services to large public companies and trade organizations, expect us to know your business and quickly grasp what matters. Understanding is the cornerstone of delivering valuable legal advice.

Legal traction for critical transactions

From years of experience spanning thousands of transactions, we know every deal is unique with its own risks, rewards, and responsibilities. We provide counsel on corporate structure, workouts, succession planning, executive compensation, licensing, other business agreements, and negotiated resolutions of business disputes. We craft corporate finance options – including private placements, VC / private equity investments, and traditional debt – tailored to each client's unique situation and business needs.

Areas of Focus

Corporate Contracts and Agreements

Supporting both business strategy and day-to-day operations.

We work to understand the long-term trajectory of our clients' businesses and to plan for and support both current and future business and legal needs.

Our Corporate and Business Transactions team advises on, negotiates, and crafts the full range of agreements for commercial transactions, including:

- Nondisclosure agreements
- Software as a service (SaaS) agreements
- Distribution agreements
- Manufacturing agreements

- Supply agreements
- Licensing agreements
- Subscription agreements
- Executive compensation agreements

We also advise on employee benefits and related issues, including nonqualified benefit plans such as deferred compensation plans, stock options, executive bonus plans, phantom stock, and other plans.

Corporate Governance

Build and maintain a strong reputation with key stakeholders.

Clients rely on our teams to advise on legal compliance and make informed decisions in virtually all aspects of operations. Expect us to know the legal ins and outs of corporate governance and quickly grasp the intricacies of a client's corporate environment and the personalities involved. The Spencer Fane Corporate Governance team advises public and private companies, boards of directors, independent committees, and nonprofits.

Drawing on deep experience, our team:

- **Works proactively to help clients understand the law**, establish systems to ensure compliance at all levels of the organization, and communicate effectively both internally and externally.
- **Leads clients to a place where the record shows proper steps were taken** at the appropriate times, the correct procedures were in place, and transparency was prioritized at every turn.
- **Assists with governing documents** (articles, bylaws, and policies): fiduciary duties and conflicts of interest; directors' and officers' insurance coverage, confidentiality obligations, elections of officers and directors, codes of ethics, membership qualifications, and compensation policies.
- **Serves as special counsel** in connection with internal investigations, enforcement proceedings, and response to shareholder derivative claims and governmental inquiries.
- **Advises associations** with respect to affiliation and other agreements with subordinate entities, including relationships with local or regional chapters.

The Spencer Fane team also has extensive experience in navigating the waters of the Sarbanes-Oxley and Dodd-Frank Acts, drafting codes of ethics and business conduct, establishing committee charters, complying with fiduciary duty standards, applying the U.S. Sentencing Guidelines, dealing with whistleblower claims, detecting and preventing fraud, and setting up governance systems that are both legally viable and practically implemented.

Securities Regulation and Compliance

Instill investor and business community confidence that you are good corporate citizens. The Spencer Fane Securities Regulations and Compliance team helps executives and boards understand and comply with applicable federal and state securities laws to protect against reputational and other risks. By taking the time to understand our clients' business needs and culture, we offer practical solutions to comply with Exchange Act filing requirements, board and committee obligations, and federal and state (blue sky) laws affecting registered and exempt securities offerings.

Balancing legal acumen with business sense, our team:

- **Advises clients on capital raising** in public and private securities offerings.
- **Works with public companies on periodic SEC disclosures**, proxy statements, and stock exchange listing requirements.

- **Counsels boards of directors and their committees on corporate governance issues**, opportunities, and related matters.
- **Assists executives and significant shareholders** with Rule 144, Section 16, and Section 13 requirements.
- **Assists in developing equity and cash plans, executive compensation plans**, and employment agreements.
- **Helps clients to structure mergers and acquisitions, divestitures**, tender offers, takeover, defenses, and other types of transactions.
- **Works with investment advisers and broker-dealers** on a wide variety of compliance and litigation matters.