Tucker Ellis LLP

Securities & Capital Markets

Overview

Our Securities & Capital Markets Group provides valuable counsel to public and private companies on raising capital, control contests, and continuing disclosure. We serve public companies ranging from those listed on the NYSE to microcaps trading over the counter, as well as closely held businesses, private equity investors, and entrepreneurial ventures in the areas of debt and equity financing.

Our lawyers regularly work within the federal and state securities regulatory frameworks, and our clients benefit from our close monitoring of the SEC's ever-changing reporting rules and regulations, including those mandated by the JOBS Act and the Dodd-Frank Act.

We advise our public company clients on compliance with the listing standards of the stock exchanges and the demands of the activist investor community, as well their Exchange Act periodic reporting obligations. Tucker Ellis securities attorneys work with companies and boards of directors on a variety of securities law compliance and governance issues, including executive compensation, proxy solicitations, shareholder proposals, and transactions by officers and directors in issuer securities, as well as difficult or sensitive disclosure matters. We represent issuers and underwriters in equity and debt offerings, including initial public offerings, and in exempt private placements.

Our attorneys represent investment management firms, including broker-dealers, investment advisers, and investment funds, in dealing with regulators and investors. We help start up these types of clients, advise them on policies and procedures, and guide them in addressing regulatory inquiries.

To best serve our clients, our Securities and Capital Markets attorneys often collaborate with Tucker Ellis attorneys in other practice groups, drawing on their expertise in such practice areas as Litigation, Environmental, Employee Benefits, Real Estate, Tax, and Intellectual Property.

Read the latest insights about Securities & Capital Markets on our Lingua Negoti Blog.

AREAS OF EMPHASIS

- Securities Act registered offerings
- Private placements and Blue Sky compliance
- Securities Exchange Act periodic reporting and compliance
- Listed company compliance
- Investment adviser representation

- Securities broker-dealer representation
- Shareholder and investor relations
- Board governance
- Going-private transactions

Experience

- Represent public companies in connection with Securities Act of 1933 compliance in offerings and periodic reporting compliance under the Securities Exchange Act of 1934
- Handle venture capital financings on behalf of venture capital firms and issuers
- Acted as counsel to underwriters on public offerings, including IPOs
- Successfully assisted in proxy contests for management and for dissidents
- Prepare all governance documentation necessary to the formation and organization of multiple corporations and limited liability companies, including close corporation agreements and buy-sell agreements
- Represent closely held businesses in connection with ownership, control, tax, financing, and succession planning
- Counsel regional securities firms on broker-dealer and investment adviser compliance issues