

## SECURITIES & CAPITAL MARKETS

Berger Singerman's securities and capital markets attorneys advise issuers, underwriters, placement agents, controlling shareholders and other market participants in public and private securities offerings and other capital markets transactions across a broad spectrum of structures, markets and industries. We assist clients with transactions ranging from routine capital raises and related securities issuances, to large and complex private placements and initial and secondary public offering transactions. We also advise clients concerning compliance with U.S. federal and state securities laws as well as applicable stock exchange listing requirements, and when called upon represent clients in securities enforcement proceedings and other litigation involving issues under federal and Florida securities laws.

We take great pride in acting as deal-facilitators and problem-solvers in equity and debt financing and capital markets transactions, and have nurtured excellent working relationships with market participants and securities regulators. As issuer's counsel, we guide our clients through all stages of the offering and funding process, from identifying and selecting placement agents, underwriters and funding sources, to designing structures and term sheets, to preparing the offering, subscription and registration documentation and appropriate filings and navigating the weave of applicable regulatory requirements. We deploy a practical and experience-based understanding of federal and state securities laws, stock exchange rules and market dynamics to assist clients in taking advantage of opportunities while avoiding potential pitfalls that may delay or derail a critical funding or financing transaction.

Our principal client service areas include advice and assistance regarding:

- Private placements and exempt offerings
- Initial public offerings (including issuer-direct and underwritten offerings)
- Registered public equity and debt financings (including secondary resale offerings)
- Offshore (Regulation S) offerings and EB-5 programs
- Tender and exchange offers
- Employee stock option and other equity incentive compensation plans and awards
- Annual, quarterly and periodic public reports
- Proxy statements and solicitations and shareholder meetings
- SEC, FINRA, State securities law and stock exchange compliance