

Securities Law and Corporate Finance

Fowler White Boggs provides corporate finance and securities representation to public and private companies and investors in a number of industries. Included among our corporate clients are retail, agricultural, electronic commerce, transportation, health care, insurance, manufacturing, services, software, telecommunications, and other businesses. They range from entrepreneurial start-ups to established companies. Our investor clients include private and angel investors, venture capital firms, and various lenders.

We assist public companies in preparing their annual reports, proxy statements, Forms 10-K, 10-Q and 8-K, press releases and other shareholder communications, and regularly interface with representatives of the SEC regarding their filings and disclosure obligations. We also provide guidance to companies and their executives in connection with Rule 144 and Section 16 reporting obligations. As part of our corporate and securities practice, we routinely counsel public companies on:

- responding to demands by shareholder activists;
- adopting insider trading policies and executive 10b5-1 trading plans;
- dealing with shareholder proxy statement proposals;
- responding to SEC comment letters;
- obtaining confidential treatment of materials filed with the SEC;
- real-time disclosures on Form 8-K;
- going private transactions; and
- takeover preparedness.

We regularly advise clients on the application of the Sarbanes-Oxley Act of 2002 and the corporate governance regulations of the NYSE and NASDAQ. In particular, we routinely counsel our clients on:

- reviewing and amending corporate governance documents and corporate governance websites including Board Committee Charters, Code of Ethics, and Governance Guidelines;
- implementation and execution of the annual director self-assessment process
- designation of an Audit Committee Financial Expert;
- director independence assessment;
- developing corporate policies responsive to governance-related exchange listing requirements and SEC regulations;
- developments in the majority vote, shareholder access and e-proxy initiatives;
- executive compensation practices and disclosures;
- director compensation practices and disclosures;
- the impact of, and compliance with obligations arising under, the Foreign Corrupt Practices Act
- document retention policies;
- director and executive stock-ownership guidelines; and
- Section 404 internal controls assessment and reporting.

Our securities transactional experience includes private placements in public equity (PIPEs) and public offerings (including IPOs and follow-on offerings) of both equity and debt securities. We represent issuers, underwriters and investors, and provide time-sensitive advice and guidance in complying with federal and state securities laws



Practice Team

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and other requirements, including SEC registration and blue sky law compliance and dealings with rating agencies, trustees and stock exchanges. In short, we counsel public companies in ongoing securities compliance in a manner tailored to meet the client's level of need, internal expertise, and available resources.