

Emerging Companies and Private Capital



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Our Firm has represented emerging companies and sources of private capital since 1943. Our Emerging Companies and Private Capital team represents a substantial number of emerging growth companies at various stages of development. The team presently serves start-up and rapidly growing ventures in diverse business areas including computer software, communications, healthcare, defense, industrial and agricultural commodities, and restaurants. Lawyers on the Emerging Companies and Private Capital team also have considerable experience representing angel investors, venture capital firms, and other capital sources that finance these businesses. We understand that every client is unique. Our strength lies in our ability to understand our clients' individual business needs, and tailor our services to fit those needs and achieve their desired outcome.

Organization

Our lawyers advise start-up company clients in a broad range of organizational issues: we advise the founders on the appropriate legal structure (e.g., corporation, partnership, limited liability company) and the related tax consequences for the venture; we review and comment on the company's business plan and provide guidance on the alternative methods of financing the venture; and we help structure suitable executive and employee compensation programs, such as stock options and other equity incentive plans.

Financing Transactions

Since emerging businesses almost always require financing at one or more times throughout their growth, our lawyers have expertise with all types of equity and debt financing transactions in which an emerging company may engage, including "bootstrap" funding by the founders and close associates, angel investment rounds, traditional venture capital investments and other private placements, initial public offerings, commercial bank loans, and asset-based loans. The securities lawyers on the team help clients identify and evaluate capital sources and proposals, and comply with federal and state securities laws when they sell securities in both private transactions and public offerings. We believe our experience representing financing sources (e.g., angel investors, venture capitalists, investment banks, commercial banks, and other lenders) helps us understand our clients' concerns and needs, thereby enabling us to better structure and negotiate their investments.

Mergers and Acquisitions

The Emerging Companies and Private Capital team advises emerging companies as they grow and acquire other businesses or sell off all, or a portion of, their existing business. Lawyers on this team work closely with the Tax Group to structure transactions in the most beneficial way for the company, whether recommending acquisition, sale by merger, or the direct transfer of stock or assets.

General Corporate Counseling

Our lawyers exhibit a proactive, "hands-on" approach when counseling emerging businesses with their day-to-day general corporate matters, including: contracts with suppliers, customers, and other business partners; in consultation with members of

Practice Team

Rema Awad
Hunter J. Brownlee
J. Phillip Gibbs
Thomas E. Gibbs
Michael E. Goodbread, Jr.
Daniel B. Nunn, Jr.
Robert L. Olsen
Christopher Paradies, Ph.D.
Kyle Sawicki
Ted R. Tamargo
Arnold M. Zipper

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our Intellectual Property Group, the protection of intellectual property rights and technology interests; and employment agreements and general personnel matters. Lawyers in our International Group are available to assist foreign nationals and U.S. businesses that employ foreign nationals with immigration and naturalization matters.

Teamwork

The Emerging Companies and Private Capital team members work closely with related practice groups. The Team also provide a weekly enews in conjunction with the Business Transactions and Corporate Law Practice members.

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