

# Public Companies, Securities & Capital Markets

Stinson is proud to represent public companies with respect to their most important and challenging legal matters. Our firm currently serves as securities and governance counsel to more than 40 public companies, and advises clients on their strategic transactions. Our public company clients have regional, North American and global operations.

We train our attorneys to think like business leaders, monitoring our clients' strategic initiatives and goals, industry trends and the SEC filings of their competitors. As a result, legal advice is delivered in a business- and industry-specific context, consistent with our clients' business objectives and focused on achieving results.

We view cost savings as part of our mission. As part of this effort, we look ahead to potential changes in laws and regulations so we can help our clients adapt in a volatile environment. We meet with clients, often without charge, to explain new laws and regulations and map out an initial strategy to meet those challenges. We also produce and distribute up-to-date information on new securities law regulations and cases as well as helpful checklists and pointers as part of our [Dodd-Frank](#) blog.

## SEC COMPLIANCE

Stinson attorneys assist public companies in providing timely and accurate SEC filings. We proactively identify future reporting obligations well before the first draft of a report is prepared. Our attorneys' knowledge of our clients' business operations helps us prepare reports in a timely fashion and improve investor relations related functions. Attorneys have comprehensive experience in all aspects of SEC reporting obligations. We distinguish ourselves from other law firms by having the same team that executes transactions also advise on SEC reporting obligations. We believe this not only provides efficiencies by leveraging knowledge learned from other legal matters but also aids in the process of avoiding surprises and in providing consistency of advice.

Our securities services include:

- Registration of securities under the Securities Act of 1933 and exemptions
- Periodic reporting under the Securities Exchange Act of 1934

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- Applications for listing on stock exchanges
- Trust Indenture Act compliance

### CAPITAL MARKETS

We represent clients in a variety of capital market transactions, including initial public offerings, secondary offerings, public and private offerings of investment-grade and high-yield debt, convertible securities and private placements. Attorneys have broad experience with private investment in public equity transactions (PIPEs), convertible note issuances, medium-term note programs, Rule 144A transactions, Regulation S transactions and direct stock purchase plans. We regularly file registration statements for our clients, including shelf offerings and resale registration statements.

Our success at establishing close working relationships with corporate clients can be traced to the following:

We deliver more experience at less cost. With our Midwest rates, our clients' transactions receive greater attention from seasoned partners, allowing us to provide a superior service for significantly lower overall cost, particularly when compared to the coastal or Texas firms.

We reduce our clients' execution risk. In volatile markets, transactions must be executed quickly and efficiently. The firm has the range of deal experience and practice capacity needed to assist on any phase or type of transaction, irrespective of dimension. Our capital markets team consists of more than 38 attorneys whose focus is on handling finance and securities transactions.

We assist emerging, middle market and Fortune 500 issuers in both public and private offerings. We also represent private placement agents, venture capital and private equity funds, merchant bankers, broker-dealers, investment companies, investment advisors and insurance companies. Successfully navigating the intricate capital formation process not only requires extensive experience with complex financing structures and techniques, but also sophisticated knowledge of the securities laws. In addition to providing day-to-day securities law support to our numerous public clients, we provide our earlier stage clients with a roadmap to meeting the complex governance and organizational requirements for a successful initial public offering.

Our broad M&A experience encompasses all transaction structures and types of representations. We are capable of handling mergers, stock purchases, asset purchases, exchange offers, tender offers, cross-border transactions, hostile bids, proxy contests, special committee representations, bankruptcy transactions, going private transactions, private equity transactions, and divestitures and spin-offs. We have the requisite experience in corporate, securities, banking, finance, antitrust, labor, environmental, tax, employment and other areas to advise on routine and complex transactions. When necessary in contested transactions, our litigation attorneys are ready and able to protect our clients' objectives.

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We also assist our public clients in their banking transactions. Most significantly, our team members understand the expectations of both sides of the transaction in banking matters, having represented borrowers and lenders. Our experience includes negotiating syndicated credit agreements, mezzanine debt, letter of credit transactions, asset-backed financings and leasing transactions. Our team has significant experience in derivative contracts that often accompany these types of transactions, including interest rate swaps.

### INDUSTRY EXPERIENCE

Our clients can count on our attorneys to demonstrate their industry knowledge in the course of handling transactions. Stinson's corporate finance practice has considerable industry-specific experience in a wide range of business sectors, including:

- Agribusiness
- Animal and life sciences
- Consumer products
- Energy
- Environmental
- Financial services
- Health care and biotechnology
- Insurance
- Internet and e-commerce
- Master limited partnerships
- Natural resources
- Oil and gas – exploration and production
- Oil and gas – midstream
- Railroads and transportation
- REITs
- Sports and entertainment
- Technology
- Telecommunications

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## CAPABILITIES

Our capabilities include:

- Initial public offerings
- Follow-on public offerings
- Shelf registrations
- PIPE offerings
- Registered direct offerings
- At-the-market offerings
- Private placements
- Rule 144A offerings
- Convertible debt and stock offerings
- Securitization transactions
- Commercial paper programs
- Medium-term note programs
- High-yield and investment-grade debt offerings
- Project finance such as leveraged leasing
- Private equity and venture capital investments
- Debtor-in-possession financing

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## TEAM

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## RELATED CAPABILITIES

Corporate Finance

Governance, Risk & Compliance

Investment Management

Mergers & Acquisitions

Private Equity

Structured Finance & Securitization

Venture Capital & Emerging Companies

## NEWS

Stinson Welcomes M&A Partner John Willding to Dallas Office, Bolstering Corporate Finance Bench  
05.14.2024

Colligan, Quinlivan Examine SCOTUS' Ruling in *Macquarie* and Provide Insight for Public Companies  
Going Forward  
05.06.2024

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## Public Companies, Securities & Capital Markets

Bowling, Respeliers Recognized as Top M&A Attorneys by Missouri Lawyers Media

04.10.2024

Stinson M&A Attorneys Analyze Delaware Court Ruling Invalidating Stockholder Agreement in *New York Law Journal*

03.18.2024

*Super Lawyers'* 2024 Colorado Lists Features Three Stinson Attorneys

03.01.2024

Quinlivan Recognized by *Minnesota Lawyer* as a Top M&A Attorney

01.25.2024

Six Attorneys Elected to Partnership at Stinson in 2024

01.09.2024

Jack Bowling Named to Inaugural *Legal 500* M&A Powerlist

11.03.2023

*Best Lawyers*® Recognizes Stinson in "Best Law Firms" Report

11.02.2023

Quinlivan Talks to *The Wall Street Journal* as New SEC Buyback-Disclosure Rule Incites Concerns, Questions

05.05.2023

Stinson's Respeliers One of 30 Named to M&A POWER List in Missouri

04.12.2023

*Minnesota Lawyer* Recognizes Quinlivan on POWER 30: M&A List

01.26.2023

WSJ's Morning Risk Report Features Steve Quinlivan on New SEC Commissioners, Climate Disclosure Rule

06.22.2022

Steve Quinlivan Provides Commentary to *Law360*'s Review of SEC Guidance on Ukraine Disclosures

05.05.2022

Leadership Council on Legal Diversity Selects Stinson Attorneys for 2022 Fellows and Pathfinder Program

02.17.2022

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## Public Companies, Securities & Capital Markets

Steve Quinlivan Talks to *The Wall Street Journal* as Shareholder Voices Grow Louder with Help from SEC  
02.11.2022

Stinson Advises Two Harbors in \$260 Million Common Stock Offering  
07.19.2021

Stephen Quinlivan Quoted on Rule 10b5-1 in *Agenda* Article  
05.24.2021

Stephen Quinlivan Quoted on Corporate Transparency Act Vulnerabilities in *The International Consortium of Investigative Journalists* Article  
01.21.2021

Patrick Respeliers Discusses Structuring the Sale of a Business with *Ingram's*  
09.17.2020

Sharon Markowitz Publishes on Auto-Backed Securities in *Non-Prime Times*  
08.26.2020

Nineteen Stinson Attorneys Named 2021 Lawyers of the Year by *Best Lawyers in America*  
08.18.2020

Steve Quinlivan Talks SEC Expectations on "Coping Through COVID" Podcast  
04.21.2020

### PUBLICATIONS

SEC Approves Relaxed Pricing Limits for NYSE and NASDAQ Primary Direct Floor Listings  
01.04.2023

SEC Amendments to Rule 10b5-1  
01.03.2023

SEC Proposes Public Company Cybersecurity Disclosure Rules  
03.21.2022

FTC Announces Annual HSR Premerger Notification Threshold  
02.03.2021

SEC Amends Rules for MD&A and other Financial Disclosures  
11.23.2020

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# Public Companies, Securities & Capital Markets

SEC Harmonizes and Improves Exempt Offering Framework

11.04.2020

SEC Proposes Expanded Exemption for Finders

10.09.2020

Preliminary Planning for the 2021 Proxy Season

10.02.2020

SEC Modifies Shareholder Proposals Framework

09.28.2020

SEC Adopts Rule Amendments to Modernize Disclosures of Business, Legal Proceedings and Risk Factors

08.31.2020

SEC Expands Accredited Investor Definition

08.28.2020

IRS Releases Carried Interest Proposed Regulations

08.06.2020

SEC Adopts Final Rules Regarding Proxy Advisors

07.27.2020

SEC Updates COVID-19 Reporting Guidance

06.24.2020

Private Equity Firm Proves Strategy was Entirely Fair

06.23.2020

SEC Charges Company for Undisclosed Perquisites

06.22.2020

Shareholder Representative Provision Precludes Discovery From Selling Shareholders

06.12.2020

Chancery Discusses Privilege Waiver in Context of Asset Purchase

06.11.2020

Nasdaq Provides Temporary Relief From Shareholder Approval Rules for Certain Securities Issuances

05.06.2020

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## Public Companies, Securities & Capital Markets

NYSE Waives Shareholder Approval Requirements in Response to COVID-19

04.17.2020

Conducting Shareholder Annual Meetings Virtually in Reaction to the COVID-19 Coronavirus

03.22.2020

Delaware Supreme Court Finds Federal Forum Selection Provisions are Facially Valid

03.21.2020

SEC Amends Filer Definitions; Provides SOX 404(b) Relief for Certain SRCs

03.18.2020

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