

Securities Law

The Securities team at Lathrop GPM has extensive experience helping companies attract capital and navigate the complex and highly-regulated landscape of securities law. Our team possesses expertise in a broad range of securities offerings — private placements, public offerings of debt and equity securities, and ongoing compliance requirements. We also work with companies on securities-related issues associated with spin-offs, mergers, financings, and unsolicited takeover offers.

We can advise you on issues related to the Securities Act of 1933, including:

- Initial public offerings (IPOs)
- Secondary public offerings
- PIPEs
- SPACs
- Going private transactions
- Regulation S offerings

We can advise you on issues related to the Securities Exchange Act of 1934 and other matters facing public companies, including:

- Compliance with proxy rules for shareholder meetings and transactions requiring shareholder approval
- Initial and continued listing requirements of national securities exchanges and associations
- Insider trading and related reporting issues
- Periodic and current reports
- Soft disclosures as required by Regulation FD
- SEC comment letters on periodic reports
- Confidential treatment and no-action requests

We can also advise you on a variety of issues such as:

- Executive compensation matters, including stock options
- Fund formation, broker-dealer and investment advisor regulations
- Private placements under Regulation D, Rule 144A, and other exempt offerings
- Investor relations and corporate communications, including press releases and online communications
- Third party tender offers
- Special obligations of corporate officers and directors
- Change of control duties and procedures
- Fiduciary duties of directors in addressing routine matters, as well as more complex divisions involving transactions, financings, equity offerings, and other matters occurring outside the ordinary course of business
- Purpose and use of special committees in corporate transactions involving insiders and affiliates

Representative Matters

- Represented various clients in connection with registering the resale of stock issuable under stock options or other equity compensation plans on Registration Statements on Form S-8.
- Represented a publicly held developer of Indian and non-Indian casinos in relisting its common stock on the NASDAQ Stock Market.
- Represented a publicly held specialty pharmacy services provider in connection with its strategic merger with a publicly held pharmaceutical healthcare company (including preparation and filing of a Joint Proxy Statement/Prospectus on Form S-4). The combined entity has revenues of more than \$1 billion.
- Represented a publicly held manufacturer of precision instruments in connection with its going private merger transaction (including thwarting a hostile takeover attempt) with a private investment fund. The transaction value was approximately \$163 million.
- Represented a publicly held video, CD, and DVD duplicator in connection with its going private merger transaction with a private investment fund. The transaction value was approximately \$63 million.
- Represented a publicly held microelectronics manufacturer in connection with its PIPE transaction (a private placement of shares of its common stock followed by the filing of a Registration Statement on Form S-3 for the resale of the common stock). The

amount raised was approximately \$7 million.

- Represented a publicly held developer and manufacturer of devices using spintronics in connection with a registration of common stock for a selling shareholder.
- Represented a privately held car repair company, in connection with a management buy-out of issued and outstanding stock. The purchase price was confidential. Represented the same company in connection with its private placement of convertible preferred stock. The amount raised was confidential.
- Represented a privately held start-up company in connection with its small corporate offering registration in the State of Minnesota. The amount raised was less than \$1 million.
- Represented a privately held investment fund in connection with its investment in a privately held operator of radio stations. The purchase price was confidential.
- Represented a privately held company that invests in manufactured housing developments in connection with its private placement of membership interests in its wholly-owned subsidiary. The amount raised was confidential.
- Represented a privately held company in connection with its private placement of membership interests. The amount raised was confidential.
- Represent a software publishing company incorporated in Delaware in its SEC filings, advise on off-shore filings and a listing in the New Zealand stock exchange.
- Represented controlling stockholder within a publicly traded company in the \$9 million private sale of stock to the issuer.
- Handled the private placement of securities for a nanotechnology firm.
- Served as independent outside counsel to a special committee of the board of a real estate company in connection with a going-private transaction.
- Represented a company in a tender offer transaction with more than 1,000 shareholders. Advised on all corporate governance procedures, led the fairness opinion process for the transaction, led and structured a voluntary non-coercive tender offer that was hugely successful and resulted in an approximately 95% tender rate, with no litigation.
- Represented numerous clients in drafting private placement memoranda and associated securities filings.

- Represented a for-profit higher education institution in its initial public offering and listing on the NASDAQ Stock Market,