

## Securities

### Overview

The attorneys in our securities practice have extensive experience in securities and related corporate governance and litigation matters.

We represent a number of public companies whose stock is traded on the New York Stock Exchange, NASDAQ and other national stock exchanges. Our clients also include private companies, private equity and venture capital funds, insurance companies and individual investors. We also represent securities brokers and dealers, investment companies and investment advisers on compliance matters.

In addition to providing a full range of general corporate and transactional services to these clients, the attorneys in our securities practice have extensive experience in assisting clients in connection with legal, structural and transactional issues relating to real estate investment trusts (REITS) and other forms of securitization of real estate, as well as additional forms of investment groups.

Members of our securities practice:

- Serve as issuer counsel in initial and secondary public offerings
- Advise public companies on disclosure and reporting requirements, including annual proxy statements and periodic filings under the Securities Exchange Act of 1934, insider reporting obligations, sale of restricted securities, and compliance with stock exchange and NASD requirements
- Serve as counsel to companies, boards of directors, and individual directors and officers in shareholder derivative actions, shareholder class action litigation, 10b-5 claims, and breach of fiduciary duty allegations
- Serve as company counsel and as counsel to investors in private placement securities offerings, including providing advice on federal (non-public offerings and Regulation D offerings) and state securities disclosure, filing and qualification requirements
- Regularly provide advice and counsel to public company boards of directors and board committees about corporate governance matters including board and committee eligibility and structure, fiduciary duties, insider trading and beneficial ownership requirements, and shareholder matters
- Represent clients in mergers and acquisitions, including friendly and unfriendly takeovers, as well as contested proxy solicitations and tender offers
- Provide advice on, and prepare documentation for, plans and agreements associated with employee benefit plans, retirement plans (both qualified and non-qualified plans), executive compensation, employment matters and equity, and other incentive plans
- Advise broker/dealers, investment advisers, investment companies and other regulated securities entities in connection with registration and other regulatory compliance
- Provide representation in proceedings before the SEC, FINRA, and other federal and state agencies and self-regulatory organizations

Foremost in our client relationship is our commitment to deliver quality, results-

### Primary Office Contacts

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oriented services in a cost-effective manner. The attorneys in our securities practice are dual members of, or can draw upon, the resources of our business and transactions, employee benefits and executive compensation, environmental and energy, labor and employment, litigation, property and tax practices to provide thorough counsel to our clients.

