
Corporate Securities

We regularly represent public companies across a range of industries on securities offerings, public reporting and corporate governance issues, including the requirements of the relevant securities laws and regulations. We assist our clients in complying with the applicable statutes, rules, exchange regulations and corporate charter provisions. Our clients range across industries from agriculture to manufacturing to healthcare and medical devices. We advise our public company clients and their boards and committees on a full range of securities laws, including disclosure under the Securities Exchange Act of 1934, the rules of the national securities exchanges and associations, the requirements of the Sarbanes-Oxley Act and other corporate governance requirements. Our experienced attorneys also provide public company clients with assistance on a wide spectrum of corporate transactional matters, such as public and private equity and debt offerings, mergers and acquisitions, joint ventures, strategic alliances, product distribution and licensing, and general counseling.

We represent investors and investment advisers who have accumulated significant equity stakes in public and private companies. Many of these institutional investors participate in the corporate governance of their portfolio companies, seeking to protect and maximize the value of their holdings.

Our advice often involves analyzing complex federal statutes and rules, such as proxy rules, which regulate communications among shareholders, solicitation of proxies and shareholder proposals and the Williams Act, which contains reporting requirements for certain acquisitions of securities and regulates tender offers and transactions that may change the control of the target company.

Our advice frequently also relates to state corporate and regulatory laws that govern matters such as cumulative voting, procedures for obtaining stockholder lists and inspecting corporate books and records, as well as the conduct of annual and special meetings. Some states have enacted “control share” or “anti-takeover” statutes that can eliminate voting rights of shares acquired or forbid or impede business combinations between shareholders and target companies. Our attorneys are knowledgeable on recent developments involving shareholder rights plans, or “poison pills,” and the articles of incorporation or bylaws in connection with such plans, which often contain complicated procedural rules covering a wide range of corporate and board conduct.

We have extensive experience representing issuers in public and private offerings of securities. We advise corporate issuers in connection with underwritten and non-underwritten offerings that may be on Forms S-1 or S-3, and are frequently involved on transactions that may range from PIPES to registered direct to rights offerings of equity securities.

We advise public companies on compliance with their reporting obligations under the Securities Exchange Act of 1934, including assistance in preparing press releases, reports on Forms 8-K, 10-Q and 10-K and proxy statements for annual and special shareholder meetings.

We assist public companies' management and investors with all aspects of compliance with Sections 13 and 16 of the Securities Exchange Act of 1934, including the preparation and filing of Forms 3, 4 and 5 and Schedules 13D and 13G.

We also advise our public company clients listed on the New York Stock Exchange, the Nasdaq Stock Market, or OTC on the rules applicable to the conduct of their affairs.

If necessary, we have the expertise to represent companies in enquiries from the SEC.

Representative Matters

Represented agricultural company on rights offering and take-down from shelf

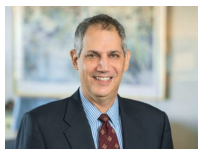
Represented healthcare company in first underwritten offering on Form S-1

Represented medical device-maker on underwritten offering, PIPES and registered direct transactions

News & Insights

Rupert Russell gives an annual presentation to the Bar Association of San Francisco regarding updates on corporate law impacts of Dodd-Frank and JOBS Act. This year's presentation is scheduled for October 2016.

Attorneys



Jeffrey L. Braker

COUNSEL

jbraker@sflaw.com



Sergio A. Broholm

ASSOCIATE

sbroholm@sflaw.com



Anthony J. Caldwell

PARTNER

acaldwell@sflaw.com



Michael B. Dell

PARTNER

mdell@sflaw.com



Kat Miller
COUNSEL
kmiller@sflaw.com



Carolyn S. Reiser
PARTNER
creiser@sflaw.com



P. Rupert Russell
PARTNER
rrussell@sflaw.com



David Suozzi
PARTNER
dsuozzi@sflaw.com