



## Corporate and Securities

Our Corporate and Securities law practice group handles a wide array of private and public corporate finance and securities-related transactions, for both emerging and established companies. Our attorneys not only have considerable experience in corporate and securities law, but also a comprehensive knowledge of our clients' business and industries. Equally important, we make it a point to develop a clear understanding of each client's unique objectives and goals. As a broader value-add, our extensive domestic and international contacts allow us to counsel clients around the world.

### Our Services

From your first contract to your largest sale, and everything in between, we provide counsel in the following areas:

#### Entity formation and planning

We are engaged in all aspects of our clients' business formation, development, growth and funding, from initial idea through liquidity. We focus on providing business and legal guidance to clients through all stages of development, from initial incorporation, to seed and angel investments, venture capital debt and equity financings, strategic investments, bank financing, mergers and acquisitions, and to initial and secondary public offerings.

#### Contracts

We have extensive experience in drafting contracts to meet our clients' needs, including terms and conditions, distribution agreements, customer contracts and non-disclosure agreements—all contracts necessary for a business to succeed.

#### Corporate Governance

Our attorneys advise client management on compliance with various corporate, fiduciary and regulatory matters, including the Sarbanes Oxley Act, Dodd-Frank Act, the JOBS Act and other federal and state laws that regulate private and public companies. We help clients develop and implement corporate governance policies and procedures, including employment policies, to foster best practices and to help clients meet their obligations under applicable law. We also advise boards of directors and audit, compensation and special committees on regulatory and fiduciary issues including investigations, where necessary and advisable.

#### Securities and Corporate Finance Law

We represent a variety of issuers, investors and underwriters in the full range of public and private securities matters including arranging, negotiating and documenting private and public equity and debt





offerings. This also includes:

- Private and public securities offerings
- Self-tenders
- Warrant exchanges
- Recapitalizations and reorganizations
- Structured financings
- Shareholder rights plans
- Secondary offerings
- Venture capital financings
- Mezzanine financings
- Private investments in public entities (PIPES)

We make it a point to develop a clear understanding of each client's unique objectives and goals.

### **Mergers and Acquisitions and Strategic Joint Ventures**

We advise publicly traded and privately held companies in a range of complex merger, acquisition and disposition, and other business combination transactions, including stock-for-stock mergers, divisional purchases and sales, and strategic joint ventures. Our corporate attorneys provide clients with excellent legal and business services, and employ a multi-disciplinary approach to meet their clients' needs. Our services include the following:

- Perform due diligence
- Structure, negotiate, document and close transactions
- Obtain requisite government, board and shareholder approvals for transactions
- Address potential intellectual property issues
- Advise on recapitalizations such as spin-offs and split-offs

[Read more about our experience with Mergers and Acquisition and Strategic Joint Ventures.](#)





## **Executive and Equity-Based Compensation**

We assist clients with executive and equity-based compensation issues, designing, drafting, implementing and administering executive compensation arrangements, such as:

- Stock options
- Bonuses
- Phantom stock
- Profits interest plans
- Arrangements designed to incentivize and retain employees
- Omnibus equity incentives

If our clients are involved in mergers, acquisitions or other corporate transactions, we identify and resolve the complex issues that may arise with equity plans and other employment benefit arrangements related to these transactions.

## **Annual Corporate Checklist**

There are numerous requirements to operate a business in the State of California. That's why we created an [annual corporate checklist](#), to remind private corporations of some of the requirements that should be considered on an annual basis. The information is intended to present a broad guideline and is not exhaustive of the various details required to operate a business in California. We stand ready to help with any and all items on this list.

## **TESTIMONIAL**

"Launching our IPO was a momentous undertaking, with a lot of unknowns. The professionalism and collaborative spirit Procopio's attorneys brought to the process ensured it was not only successful, but actually enjoyable to boot. We wouldn't hesitate in recommending Procopio's Securities team to any and all looking to grow their businesses."

-- Steve Cooper, Chairman/CEO/President, One Stop Systems

