

Capital Markets and Securities

Our Capital Markets and Securities law practice group handles a wide array of private and public financing 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:

Financings & Securities Transactions

We represent a variety of issuers, investors and underwriters in the full range of public and private securities offerings including arranging, negotiating and documenting private and public equity and debt offerings as well as JOBS Act financings. Our services include:

- Initial Public Offerings (IPO)
- Follow-on Registered Offerings
- Regulation A (Reg A) Offerings
- Private Placements
- Regulation Crowdfunding (Reg CF) Offerings
- Private investments in public entities (PIPES)
- Debt Offerings
- Venture capital financings
- Self-tenders
- Warrant exchanges
- Recapitalizations and reorganizations
- Structured financings



- Shareholder rights plans
- Secondary offerings
- Mezzanine financings

Securities Compliance

We counsel a wide-array of publicly-traded companies in many different industries on the complexities of compliance with Securities and Exchange Commission (“SEC”) reporting requirements, including current, quarterly and annual reports, beneficial ownership filings and press releases. Our attorneys are also well versed in the capital markets and have experience representing clients in registered offerings, including the SEC filings and prospectus requirements that arise therefrom.

Our attorneys understand the unique securities compliance challenges faced by small cap companies. We want these clients to focus on growing their business, so our Capital Markets and Securities attorneys ensure compliance with federal securities laws including SEC filings and disclosures. Our attorneys also focus on state law compliance, including so-called Blue Sky securities laws that include state registration requirements before the sale of securities. We also ensure compliance with the guidance of self-regulatory entities such as the Financial Industry Regulatory Authority (FINRA).

As a result of our extensive experience in SEC compliance matters for public companies, we often negotiate fixed or flat fee arrangements for such work with our issuers as we understand the scope of work necessary to serve our clients.

Corporate Governance; Listing Standards

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. For exchange-listed clients, we advise with compliance with Nasdaq and NYSE exchange listing requirements, corporate governance standards and industry best practices. Our attorneys also have experience counseling clients on navigating the uplisting process from the over-the-counter (OTC) markets to senior exchanges like Nasdaq. We also advise boards of directors and audit, compensation and special committees on regulatory and fiduciary issues including investigations, where necessary and advisable.

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

We also assist with the filing of Form S-8 registration statements for public company issuers looking to register the equity compensation plans. 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.

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

TESTIMONIALS

"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, former Chairman/CEO/President, One Stop Systems

"We've relied on Procopio as our outside counsel from the earliest days of our company, and we've never even considered looking at another firm. We value the excellent legal work done by Procopio's attorneys, but what is really different about Procopio is the firm's client-centric culture. We always feel valued by the attorneys we work with, and welcome how thoughtful they are in working with us to solve our problems while avoiding new ones. I can't imagine having our legal work done by any firm other than Procopio."

-- Dave Twinning, COO, Planck Aerosystems

DISCLAIMER: These testimonials or endorsements do not constitute a guarantee, warranty, or prediction regarding the outcome of your legal matter.

