



## SECURITIES & CORPORATE FINANCE

### OVERVIEW

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Foulston Siefkin has a long tradition of counseling and assisting public and private companies on securities and corporate finance matters. Foulston Siefkin's securities and corporate finance lawyers also have substantial experience serving as issuers' and borrowers' counsel in complex financing transactions.

### AREAS OF REPRESENTATION

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#### Securities

- Reporting under the Exchange Act, including preparation of periodic and current reports and proxy statements
- Disclosure and insider trading issues
- Corporate governance, including counseling boards and management and preparation of committee charters, corporate governance guidelines, codes of ethics, and insider trading policies
- Fiduciary duties of directors
- Compliance with the Foreign Corrupt Practices Act
- Compliance with the Securities Act, Exchange Act, Sarbanes-Oxley Act, Dodd-Frank Act and SEC rules
- Registration statements under the Securities Act, including automatic universal shelf registrations for large accelerated filers
- NYSE and Nasdaq listings and compliance
- Executive compensation and employee benefits

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- Anti-takeover protections
- Corporate strategy
- Shareholder communication and relations
- Confidential treatment requests
- Beneficial ownership reporting
- Mergers, reclassifications, and fairness opinions
- Resales under Rule 144
- Registration of employee benefit plans and securities
- Real Estate Investment Trusts
- Representation of companies and executives in proceedings before the SEC and FINRA
- Defending derivative and class actions by shareholders against officers and directors
- Internal investigations and formation of investigative special committees
- Joint ventures
- Matters involving state securities administrators
- Controlling stockholder issues

## Corporate Finance

- Public offerings of preferred, common, debt and asset-backed securities
- Initial public offerings
- Universal shelf takedowns
- Rule 144A placements of convertible and nonconvertible debt and asset-backed securities
- Exchange offers
- Tender and self-tender offers
- Complex credit facilities
- Mergers, recapitalizations and fairness opinions
- Private securities placements under Regulation D
- Debt and equity swaps
- Rights offerings
- Venture capital and private equity placements
- Going private transactions

## RELATED LINKS

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- [U.S. Securities & Exchange Commission](#)

## EXPERIENCE

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Through the years, Foulston Siefkin has acted as counsel in connection with public offerings of securities

- American Restaurant Partners, L.P.
- The Cessna Aircraft Company
- The Coleman Company
- ?Comcoa, Inc.
- IFR Systems, Inc
- Railroad Financial Corporation
- Rent-A-Center, Inc.

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