LEXIS PRACTICE ADVISOR®



Securities & Capital Markets

With practical guidance content written by leading practitioners, Lexis Practice Advisor[®] Securities & Capital Markets is a comprehensive resource that provides unique insight on the topics, transactions and perspectives that are most critical to securities practitioners like you insight that you can't get from any other source.

Firms contributing expertise and insights:

- Calfee, Halter & Griswold LLP
- Covington & Burling LLP
- Day Pitney LLP
- Hughes Hubbard & Reed LLP
- K&L Gates LLP

- Lowenstein Sandler LLP
- McCarter & English, LLP
- Morrison Foerster LLP
- Perkins Coie LLP
- Reed Smith LLP

- Schulte Roth & Zabel LLP
- Skadden, Arps, Slate, Meagher & Flom LLP
- Venable LLP
- And more



This is **simplifying your routine**.

Lexis Practice Advisor enables attorneys like you to manage transactional securities matters and securities reporting issues so you can produce more in less time.

		nties & Capital *
🧭 Securiti 🦽 😧 Condu	ucting an IPO 🛛	
	mapshot Forms Practical & gislative Secondary E	merging Issues Admin
> Pri F	🗠 🚢 📕 🖃 🐳 (1 Selected) 🐧	
• 8 /		
lation S Debt	A REAL PROPERTY AND A REAL PROPERTY AND	View All View All
	 ✓ Forms I Underwriting Agreement 	the present many challenges to a lawyer assisting a client. Companies that make the decision to conduct an initial public offering or "IPO" of their securities must carefully involute weigh the advantaces and disadvantaces of being a public company. Once a company
n IPO	The underwriting agreement is the	This company through the IPO. Counsel for the
egistration	on behalf of the underwriting synd company permitted to sell shares	
	underwritten offering such as an lock-up agreement	view All
	the lead managing underwriter's is after closing by pro	eventing I Section 6 under the Securities Act of 1933 - Registration of securities and
ial Treatment	negotiate the terms of the under form agreement includes	2 Section 5 under the Securities Act of 1933 - Prohibitions relating to interstate
> Foi		commerce and the mails 쉽 15 USCS § 77e
Seco ring the Resale	2 Lock-Up Agreement The lock-up agreement pr	
Blue Sky L kchange	certain significant share	Emerging Issues View All
Reporting an. Under the Exch.	days, after the closing help provide for an state directors violated Section 11(a)	of the 1 The Jobs Act Relaxes Requirements for Going Public and Being Public (Cooley
> Periodic Reports	these sharehold rectors claimed a due diligence defense, bu	the This alert describes how the JOBS Act makes it easier for certain companies to conduct an IPO and summarizes key provisions, including IPO on ramp for "emerging growth
Current Reports on Form. Financial Disclosure Issues for	IPO. The ' defense failed, as blind reliance on others doe incer required. The court explained that an insider's unces contained in a registration statement negates the du	companies," communications with analysts, testing the waters, registration thresholds
Public Companies	defendants.	
 Proxy Statement and Annual Meeting 		▼ Administrative Materials View All
Corporate Governance and Compliance Requirements for		
Public Companies Beneficial Ownership Reporting	✓ Secondary Materials □ 1 Key Players 33	Brokers and Dealers in Distributing and Trading Securities, Particularly of New High Risk Ventures (SEC 1972)
and Compliance Executive Compensation	2 Key Players and 2-7A Federal Securities Act of 1933 § 7A.02 This section discusses the major responsible parties for an initial public offering	1972 SEC LEXIS 89 In this release, the SEC imposed new obligations on members of the securities
Disclosure	including those responsible for the registration statement, regulatory authoritie other essential parties.	s and community regarding trading of high risk securities where the public has little access to information or disclosures. This release discusses certain of the obligations of brokers,
	2 When to Go Public 3	dealers and underwriters under the federal securities laws in distributing and trading securities, particularly those of new high risk ventures with respect to which there is little information available to the public prior to the distribution. This release places the
	1-13 Securities Law Techniques § 13.01 This section sets forth the considerations of becoming a public reporting compa	investment banking community on notice as to the need to diligently investigate the disclosure provided to the public is connection with the populate they are distribution.
	company needing capital should generally consider raising it privately through borrowing or by the private placement of debt or equity securities, prior to or a	bank to assure that the recommendations they make concerning such securities are suitable as an to their customers; and to make a bona fide public offering of the securities so that
	alternative to going public. Small companies that don't have a track record of p operations will find the path to going public much more difficult. Disadvantages	

Practical Guidance

Get comprehensive coverage of securities filings and transactional topics with new practical guidance, checklists, practice tips and insights from experienced securities attorneys.

Forms

Work more efficiently and with greater confidence by accessing hundreds of expertly drafted and enhanced forms, as well as SEC forms and Blue Sky Filing forms.

All In One Place

Get quick access to relevant insight across seven types of content, including Forms, Practical Guidance, Cases, Statutes & Legislation, Secondary Materials, Emerging Issues and Administrative Materials. It's everything you need to manage a securities deal or filing from start to finish.



This is getting up to speed.

Whether you're a new attorney looking to get familiar with a wide range of transactional and SEC filing tasks, or a seasoned professional looking to refresh your knowledge in securities law matters and securities reporting issues, the Lexis Practice Advisor service helps you keep current.

(PO Securities		Terms & Conditions
Browse Sect Jt Forms	Practical Guidance Cases L (Secondary Emerging Issues Admin	Jump to +
Rule Offe		Date
Title	v and may present many challenges to a lawyer assisting a client. Companies that make the decision to conduct an inibial public di disadventages of being a public company. Once a company has confirmed to decision to conduct the IPD, coursel will play a key.	February 6, 2013
Becoming a pui offering or "IPC role in guiding i * Initial Public Of * or * or * or * or * or * statistic for * statistic for	b) of their securities must carefully weight the a mask control states and shares regregated with the U.S. Securities and schemes Commission the company through the IPO. Course of the their securities and scheme states and scheme the securities and scheme Commission the securet and scheme commission the s	February 8, 2013 December 21, 2012 February 8, 2013 February 6, 2013
Meeting Corporate Governance and	an I/o nonsequency term of shored agreement the govern the rights and objectors of the gotes is in initial public aftering ("IPO"). Additional agreements they object and agreements and objectors agreements. I for expansing the Legal Opinions for an IPO by Themas France, Venable LEP. All the initial public aftering ("IPO"). Additional agreement the provide start agreement, which agreements agreement, which agreements agreement, which agreements agreement, which agreements agreement and initial public aftering ("IPO"). Additional agreement the provide start agreement agre	February 8, 2013
Disclosure	Interstanding TIMBA Regulations and Fillings for Timmus France, Venable LUP 20 The France Interstanding TIMBA regulates and the City PIAA in a resonance and the City PIAA member france active and the City PIAA interstanding and the City PIAA interstanding of the City PIAA member france active underwriters and other member france veneted in the offering, FIBBA Rule 5115, referred to as the City PIAA or PIAA active active underwriters and other member france veneted in the offering, FIBBA Rule 5115, referred to as the City PIAA active State Stat	February 8, 2013

Knowledge Mosiac®

Be confident you are accessing the latest releases, including guidance, news and enforcement updates, from the SEC and other federal regulators with access to this comprehensive, constantly updated research database. *Separate subscription required*.

Administrative Materials

Stay informed of the latest developments in securities law with easy access to regulations and interpretive materials, including SEC releases, bulletins, comment letters and no-action letters.

Lexis[®] Market Tracker

Stay current with market and deal trends and extract insights from credit transactions. Compare and analyze deal terms, provisions and clauses with accuracy and precision.



This is getting a head start on drafting.

With hundreds of relevant forms, sample agreements, drafting notes and checklists, you can confidently prepare agreements, ancillary documents and SEC filings.

C Securities & C	apit 📾 🕜 Conducting an IPO 🛛 🔁 Underwriting Agre 🗃	Terms & Conditions
 Material de la construction de la cons		Jump to
	Underwriting Agreement Created on: 02/07/2013 Form and Drafting Notes Provided for Use in Lexis Practice Advisor By: Thomas France, Venable LD Underwriting Agreement	About this Document Form Summary Drafting notes & alternative clauses
	Common StockAs representative of the several Underwriters named in Schedule I hereto Common StockA Ladies and Gentlemen: Pursuant to this Underwriting Agreement,A Underwriters') for whom you are acting as representative (the "Re- Company"), propose to issue and sell to the several underwriters name (the "Underwriters") for whom you are acting as representative (the "Re- Company"), propose to issue and sell to the several underwriters name (the "Underwriters") for whom you are acting as representative (the "Re- Company"), propose to issue and sell to the several underwriters name (the "Underwriters") for whom you are acting as representative (the "Re- Company"), propose to issue and sell to the several underwriters name (the "Tims shares") of the company name is schedule as the beside by the Selling Sharehold end to the several underwriters are to be issued as the several underwriters a	Dating Notes Defining Note to Preamble In Advantage of the series of the series of the series of the transaction, including the number of shares to be solal in the offering and the number of shares that may be acquired by the underwriters upon exercising the over-allotment option. This paragraph also identifies and defines the parties to the agreement, including any selling shares to be distributed to directors, officers, employees or other parties pursuant to a directed share program, the terms of such program may also be described in this paragraph.

Comprehensive Forms

Select and edit a wide range of annotated forms covering primary and ancillary documents and filings, offering unique perspectives and multiple viewpoints from leading practitioners.

Expertly Drafted Enhancements

Save time with checklists, drafting notes, form summaries and alternative clauses from leading attorneys, all accessible at a click of a button.

Download Directly to Microsoft[®] Word

Download clean forms, then view and edit them right within the program you use every day. You can also email and print.

Contact a Lexis Practice Advisor® sales representative at 800-543-6862

For more information visit www.lexisnexis.com/practice-advisor.

