

Private Offerings

- Private Placement of Equity Securities

Rule 144A/Regulation S

Debt Offerings

- Conducting a Rule 144A/Regulation S Debt Offering

PIPE Offerings

- PIPE Transactions

IPOs

- Conducting an IPO
- Drafting the Registration Statement
- Filing a Confidential Treatment Request
- Comfort Letters
- Communications During the Offering Process
- Listing Securities on an Exchange
- Blue Sky Registration
- Conducting the Closing

Follow-On Offerings

- Conducting a Follow-On Offering

Foreign Private Issuers

- Foreign Private Issuers

Secondary Offerings and Resales

- Resales
- Secondary Offerings

State Securities Regulation – Blue Sky Laws

- Blue Sky Laws
- Jurisdictional Coverage

Reporting and Registration under the Exchange Act

- Section 12 Registration
- Section 15(d) Reporting

Periodic Reports

- Form 10-K
- Form 10-Q
- Late Filings
- XBRL Reporting
- CEO – CFO Certification

Current Reports on Form 8-K

- Form 8-K

Financial Disclosure Issues for Public Companies

- Regulation FD
- Disclosing Non-GAAP Information
- Forward Looking Statements
- Determining Materiality
- Use of a Disclosure Committee

Proxy Statement and Annual Meeting

- Preparing the Proxy Statement and Annual Report
- Filing the Proxy Statement and Annual Report
- Shareholder Proposals
- Election Proxy Contests
- Mailing and Delivery of the Proxy Statement
- Preparing for the Annual Meeting

Corporate Governance and Compliance Requirements for Public Companies

- Corporate Governance
- Compliance Controls

Beneficial Ownership Reporting and Compliance

- Beneficial Ownership Under Section 13
- Section 16 Reporting
- Disgorgement of Short-Swing Profits Under Section 16(b)
- Short Sale Prohibition Under Section 16(c)

Executive Compensation Disclosure

- Disclosing Annual Executive Compensation in the Proxy Statement
- Disclosing Executive Compensation Awards
- Compensation Plans

International Considerations—Securities Finance

- Australia
- Bermuda
- Brazil
- Canada
- Chile
- Denmark
- Germany
- Hong Kong
- India
- Ireland
- Italy
- Japan
- Korea
- Luxembourg
- Macedonia
- Malta
- Nigeria
- South Africa
- Switzerland
- Trinidad and Tobago
- Turkey
- United Kingdom

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