Reinhart

Securities

Breadth and depth of experience matter in the complex area of securities law. Reinhart's Securities Team has the resources to successfully structure, negotiate and close securities offerings and financing transactions with a variety of capital sources and to assure applicable regulatory compliance obligations are met.

Reinhart's Securities Team works with a broad range of clients, including startups and emerging companies, private companies at various stages of capital raising, public companies and their affiliates and insiders, boards of directors and special committees, investment banks, investment advisers, mutual funds, hedge funds and pension plan managers.

We partner with our public company clients to develop a deep understanding of the critical aspects of their businesses to inform our advice on maintaining compliance with applicable regulatory and reporting obligations, including Sarbanes-Oxley Act, stock exchange regulations and corporate governance requirements and best practices. Our ability to foresee issues and provide practical counsel helps our clients maintain compliance with minimal disruption to their business strategies and operations.

We regularly advise clients on the following types of securities transactions and activities:

Audit and Special Committee Representation

- Counseling special committees, audit committees and boards on complex, sensitive and important matters related to going private and other conflict of interest transactions, corporate governance matters, internal investigations and disclosure matters.
- Responding to stockholder litigation and regulatory actions.
- Advising committees with respect to commercial transactions with directors, officers and controlling shareholders.
- Assisting with exploration of strategic alternatives where insiders may be expected to present one of the alternatives.

Public Offerings

- Issuer's counsel (for equity, debt and hybrid offerings)
- Underwriter's counsel

Private Placements

- Identifying and perfecting exemptions from state and federal registration requirements
- Developing and writing business plans and offering memorandums
- Preparing and negotiating investment documents and agreements

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- Rule 144A and Regulation S transactions
- PIPE (private investment in public equity) transactions
- Locating financing
- Angel investing
- Venture capital funds, mezzanine capital funds and hedge funds

Ongoing Securities Compliance

- Periodic reporting
- Stock transactions by insiders, including Rule 144, 10b5-1 plans and section 16 compliance
- Disclosure and Regulation FD
- Dealing with analysts, proxy advisors and the investment community
- Sarbanes-Oxley and Dodd-Frank compliance
- Compliance with stock exchange regulations

Mergers and Acquisitions

- Public company transactions, including divestitures, acquisitions, spin-offs, joint ventures and corporate restructurings
- Tender offers, proxy contests and similar transactions
- Going private transactions
- Takeover preparedness
- Director fiduciary duties

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