

Securities & Corporate Governance

Our experience in capital market transactions enables us to help companies deal with the dynamics of capital planning and execute corporate growth strategies. Our Securities attorneys have extensive experience representing publicly held businesses and assisting our clients in structuring, negotiating, documenting and closing a wide variety of corporate finance transactions, including primary and secondary securities offerings, tender offers, private placements, 144A offerings, PIPE transactions, private equity investments, mergers, and stock and asset acquisitions and divestitures.

We regularly advise large and small public companies, their officers and their boards of directors on these transactional matters, as well as on meeting their regulatory and disclosure obligations under the Securities Exchange Act of 1934 and stock exchange listing requirements, including compliance with the requirements of the Sarbanes-Oxley Act and evolving best practices in corporate governance. Our attorneys also provide advice on transactions in securities by insiders and their affiliates and on the securities law aspects of equity compensation plans for employees, officers and directors of both publicly held and privately held businesses. We also have significant experience helping private companies raise capital through Regulation D private placements.

The diversity of our Securities practice affords our clients a sense of confidence in knowing their transactions and compliance issues, whether complex or straightforward, will be handled with proficiency. We regularly address the multifaceted legal issues involved in securities disclosure and regulatory matters, corporate governance and corporate finance transactions.

Corporate Finance and Capital Market Transactions

Corporate finance and capital markets transactions are historical strengths of our firm. Our Securities attorneys work closely with company management to understand our clients' capital needs and to structure, negotiate and document a wide range of capital market transactions, including:

- Dividend reinvestment plans
- Employee stock purchase plans
- Equity-based incentive compensation plans, including option, restricted stock, restricted stock units and stock appreciation rights
- Equity-linked securities, including trust preferred securities, phantom stock and convertible debt
- Exchange offers
- Going private transactions
- IPOs
- Mergers, acquisitions and divestitures
- PIPE transactions
- Primary and secondary securities offerings
- Private equity investments
- Rule 144A debt private placements
- Shelf registrations
- Stock exchange listings
- Tender offers

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SEC Disclosure and Regulatory Compliance

We are able to provide our clients with extensive experience in meeting their responsibilities under the federal securities laws. Our Securities attorneys are experienced advisors concerning all aspects of the disclosure and compliance responsibilities of public company clients of all sizes, ranging from smaller or newly public issuers for which we provide many of their legal and compliance services to large, well-known seasoned issuers for which our attorneys partner with in-house legal, compliance and investor relations staffs in addressing these issues. These services include assisting our clients with:

- SEC periodic and current reporting requirements (e.g., Forms 10-K, 10-Q and 8-K)
- Ongoing corporate informational disclosures, such as press releases, corporate web sites and other investor communications efforts (including compliance with SEC Regulation FD and Regulation G)
- Financial restatements and related disclosures
- Proxy solicitations and responses to shareholder proposals, including preparation of the Compensation Discussion and Analysis and related disclosures under the SEC's revamped executive compensation disclosure rules
- Institutional investor relations and proxy voting service guidelines
- Insider trading compliance issues, including the use of blackout and pre-clearance policies, Rule 144 sales, and the design and use of Rule 10b5-1 plans
- Section 16 reporting and compliance programs
- Employee compensation plan design and shareholder approval issues

Corporate Governance and Exchange Listing Compliance

We are trusted advisors to officers, directors and standing or special committees of boards of directors in connection with established and emerging best practices in corporate governance. Several members of our practice group have formerly served as general counsel to both public and large privately held businesses. One of our attorneys is a past chair of both the Society of Corporate Secretaries & Governance Professionals and the ABA Subcommittee on Counseling Boards of Directors, and is a nationally recognized expert on all aspects of corporate governance, including Sarbanes-Oxley issues. Combining a thorough knowledge of SEC regulations and stock exchange listing requirements with a broad and deep understanding of corporate governance principles and practices, Husch Blackwell attorneys assist boards in improving corporate controls and helping instill confidence in the company's integrity among its constituencies, including stockholders, large institutional investors, and the investment community as a whole. Examples of issues on which we provide counsel to our clients in this area include:

- Director independence, education and recruiting matters
- Auditor and audit committee independence issues
- Audit committee financial expert issues
- Development and ongoing evaluation of critical corporate governance documents, such as corporate governance guidelines, codes of ethics, charters for key board committees and disclosure controls and procedures
- Annual board and board committee self-evaluations
- Corporate governance scores and relations with corporate governance rating services
- Shareholder communications with directors
- Director and officer indemnification and insurance issues
- Ongoing compliance with stock exchange listing requirements

Our Corporate Compliance Program also provides comprehensive guidance on how to assess operational and regulatory compliance risks and how to design effective policies and procedures to avoid corporate and personal criminal liability.

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Several of our attorneys are listed in The Best Lawyers in America 2009 in the areas of Securities Law, Corporate Law, Mergers & Acquisitions, Corporate Governance and Compliance, Leveraged Buyouts and Private Equity, and International Trade and Finance. Our attorneys are active members of related committees and sections of the American Bar Association and various state bar associations, as well as the American College of Commercial Finance Lawyers, the Society of Corporate Secretaries & Governance Professionals, the American College of Mortgage Attorneys, the Commercial Mortgage Securities Association and the Chartered Realty Investor Society. Many of our attorneys have spoken on a range of corporate and securities/capital markets topics, as well as published articles on related subjects.