



Public Companies

PRACTICES

OVERVIEW

Our Public Companies group assists public companies in navigating complex securities laws and regulations as they raise capital and seek to drive shareholder return in a complex and ever-changing legal and regulatory environment. We routinely advise public companies on public and private debt and equity offerings, public reporting and disclosure, exchange listings and compliance, investor relations and corporate governance matters. Our lawyers provide public companies and their boards of directors with the strategic counsel, regulatory knowledge, informed judgment and practical business advice essential to successfully raise and deploy capital while maximizing compliance and minimizing risk.

We partner with companies at all stages of the public company lifecycle, including private companies considering going public, microcap and growth companies seeking to raise capital and expand their operations, and mature companies requiring assistance with complex securities compliance requirements, share repurchases and other transactions, including public company exit events. We advise public companies across a diverse range of industries, including pharmaceutical services, life sciences, manufacturing, technology and financial services, leveraging our firm's deep subject matter expertise in each of these areas to assist our clients in structuring transactions, making disclosure decisions and maintaining effective corporate governance.

Our Public Companies group includes attorneys with diverse backgrounds and deep expertise, many of whom have previously practiced at some of the most prestigious national and international law firms or served as in house counsel. A number of our lawyers have been recognized as leaders in the field by publications including *Chambers USA*, one of the leading ranking agencies for law firms and lawyers, "Best Law Firms" – a joint collaboration between *U.S. News & World Report* and *Best Lawyers*®, *The Best Lawyers in America*®, North Carolina *Super Lawyers* and *Business North Carolina* "Legal Elite."

SERVICES

- **Registered offerings**, such as:
 - Initial public offerings (IPOs)
 - Follow-on and secondary equity offerings
 - Rights offerings
 - Registered direct offerings
 - At-the-market offerings
 - Equity lines
 - Offerings of convertible notes, debentures, preferred stock and other securities
- **Unregistered offerings**, such as:

- PIPEs
- Hybrid offerings
- Alternative and structured financings
- Rule 144A offerings
- Regulation A
- **Corporate governance and board matters:**
 - Stock exchange listing compliance, including delisting and deficiency notices
 - Sarbanes-Oxley and Dodd-Frank compliance
 - Board and special committee conduct
 - Legal compliance planning
 - Insider trading compliance and Rule 10b5-1 plans
 - Corporate policy development and review
 - Internal investigations
 - Takeover and defense planning
 - Board and management succession
- **Reporting and disclosure compliance:**
 - Securities Exchange Act periodic and current reporting compliance
 - Proxy statements and shareholder meetings
 - Beneficial ownership reporting on Schedule 13D/G
 - Section 16 reporting and short-swing profit compliance
 - Conflict minerals reporting
 - Regulation FD compliance
 - Investor relations
 - Training on reporting and disclosure obligations
- **Strategic transactions:**
 - Share repurchase programs
 - Tender offers
 - Stock exchange listings, including up-listings to Nasdaq and cross-border listings
 - Mergers and acquisitions

EXPERIENCE

- Represented a global provider of biopharmaceutical development services and commercial outsourcing services in its \$1.1 billion initial public offering and listing on the New York Stock Exchange (NYSE), as well as in subsequent secondary offerings totaling proceeds of approximately \$3 billion to selling

shareholders

- Advised an investment banking firm and broker-dealer specializing in the financial services sector, as lead underwriter, in connection with a \$20,000,000 public offering of a community bank common stock
- Represented a public telecommunications company in its \$780 million going private sale to a private equity consortium
- Represented a Nasdaq-listed pharmaceutical development company in a \$38 million public offering of common stock
- Represented special committee of a Nasdaq-listed bank in merger with a regional bank valued at \$645 million
- Represented a global provider of biopharmaceutical services and commercial outsourcing services in its \$525 million offering of senior notes and a related holding company reorganization and spin-off of a subsidiary to its shareholders
- Represented a global provider of biopharmaceutical services and commercial outsourcing services in connection with a tender offer for its outstanding \$525 million senior notes
- Represented a Nasdaq-listed provider of spend management solutions in its going private sale to a technology-focused private equity firm for approximately \$509 million
- Represented a global solid state LED lighting and semiconductor manufacturing company in its \$434 million public offering of common stock
- Represented a multinational Fortune 500 provider of product development and integrated healthcare services in its merger with a NYSE-listed global information and technology services company, creating a leading information and tech-enabled healthcare service provider. The equity market capitalization of the joined companies was more than \$17.6 billion at closing
- Represented a leading genome editing company in its \$145.4 million initial public offering of 9,085,000 shares of common stock at a public offering price of \$16.00 per share
- Represented a publicly traded supplier of water and water dispensers in an agreement to acquire by merger a publicly traded competitor for \$263 million in cash and stock
- Represented a major convenience store chain in Rule 144A/Regulation S issuance of \$250 million of unsecured debt and subsequent registered exchange offer
- Represented a multinational manufacturer and supplier to the paper making industry in connection with a private placement of \$240 million of senior notes and subsequent exchange offer for registered notes
- Represented a major convenience store chain in connection with a tender offer and consent solicitation with respect to outstanding \$200 million senior secured notes
- Represented a Nasdaq-listed cardiovascular diagnostic company in its \$85.3 million acquisition by a global diagnostics company
- Represented a Nasdaq-listed specialty pharmaceutical company in its registered public offering of approximately \$60 million of common stock
- Represented a Nasdaq-listed medical device company in connection with concurrent PIPE transaction and merger, including preparation of Form S-4 registration statement, with combined a value of approximate \$46 million

- Represented the largest electric utility in the United States in a tender offer for outstanding contingent value rights valued at approximately \$40 million
- Represented a global pharmaceutical contract manufacturing and development company in \$30 million subscription rights offering in connection with an acquisition and refinancing
- Represented multiple public companies in going private, going dark transactions and other public-company sale transactions valued at an aggregate of more than \$36 billion
- Represented public companies in filing numerous shelf registration statements on Form S-3
- Represented a community bank in connection with subscription rights offering and concurrent private placement standby offering
- Represented a private specialty pharmaceutical company in its reverse merger acquisition of a Nasdaq-listed specialty pharmaceutical company in a transaction valued in excess of \$50 million
- Represented a real estate micro-lending crowdfunding platform in qualification with the SEC and NASAA of first Tier 1 Regulation A+ offering
- Represented a Nasdaq-listed medical device company in connection with public equity line transaction

PROFESSIONALS

Heyward D. Armstrong

Amy Meyers Batten

Peter E. Bosman

Alexander M. Bowling

Curtis C. Brewer, IV

Christopher Capel

Grace S. Collins, NCCP

Tyler J. Cook

Santo J. Costa

Joshua M. Diver

Robert E. Duggins

Davis J. Fussell

Timothy S. Goettel

Hunter Huffman

Olivia N. Jamrog



James R. Jolley

Benji T. Jones

Byron B. Kirkland

Jason L. Martinez

Merrill M. Mason

Miranda R. Miller

Gerald F. Roach

Michael P. Saber

Alex Simpson, NCCP

Tonya L. Smith

John R. Therien

Justin G. Truesdale

Jessica B. West

Lisa M. Young, NCCP

RELATED AREAS

Commercial Contracts

Commercial Litigation

Corporate and Securities Litigation

Corporate Governance

Employee Benefits & Executive Compensation

Employment, Labor and Human Resources

Mergers and Acquisitions

Start-Ups

Tax

