

# Public Securities Team

Womble Carlyle's Public Securities Team combines its substantial securities experience with a comprehensive understanding of our clients' industry and business models to efficiently assist them in maximizing—and protecting—their interests and opportunities as a public company. We advise public companies concerning all aspects of capital formation, including compliance with the rules and regulations of the Securities and Exchange Commission (SEC), stock exchanges and other quotation systems, SEC reporting mechanics and corporate governance matters. Our lawyers merge deep legal expertise with practical, business-focused advice to provide services that include:

## Offerings and Transactions

- Initial and subsequent public offerings of equity and debt securities, including working closely with issuers, their independent auditors and underwriters in connection with all phases of the offering process from planning through closing
- Representation of placement agents and underwriters with respect to all stages of an issuer's proposed securities offering
- Private placements of equity and debt securities, including PIPEs and Rule 144A financings
- Unsolicited and negotiated takeovers and defense
- Exchange offers and securities-related merger and acquisition transactions
- "Going private" transactions

## Regulatory Compliance

We have extensive experience advising boards of directors, board committees and senior management teams, including their legal, financial reporting and investor relations departments, regarding regulatory compliance and other securities law issues. Our expertise includes:

- SEC and Financial Industry Regulatory Authority (FINRA) rules
- Sarbanes-Oxley Act of 2002 and other securities-related legislative developments
- SEC reporting (including Forms 10-K, 10-Q, 8-K, 8-A and Rule 14a-3 annual reports to stockholders)
- Proxy solicitation and reporting requirements
- Equity and executive compensation plans and arrangements
- Section 16 and Section 13(d) reporting
- New York Stock Exchange, NASDAQ and OTCBB rules
- Responding to formal and informal SEC, FINRA and SRO inquiries and investigations on trading, disclosure and other activities
- Special board of directors and board committee investigations
- Investor relations and financial analyst communications

## Corporate Governance

We advise boards of directors and management on a broad array of matters, including understanding and meeting fiduciary responsibilities, setting policies and procedures, and reviewing and implementing corporate governance practices and safeguards. We often attend our clients' board of directors and committee meetings and offer significant value by advising on sensitive disclosure matters, making presentations on significant legal developments and providing guidance regarding best corporate governance and compliance practices. In addition, in consultation with our Employee Benefits Practice Group, our team advises and assists the board of directors, board committees and management in designing, implementing, administering and updating equity and executive compensation plans and other incentive and retention arrangements to keep pace with the complex and ever-changing regulatory environment.

## Contact:

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You may also contact any member of our Public Securities Team at:  
[www.wcsr.com/publicsecurities](http://www.wcsr.com/publicsecurities)



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