



Securities

Overview

- More than 20 attorneys in 12 offices
- In-depth experience in SEC registration, reporting, and disclosure
- Securities litigation and enforcement

The Fox Rothschild Securities Practice is comprised of experienced, knowledgeable corporate and securities lawyers who collaborate on issues arising under federal and state securities laws, including SEC registration, reporting and disclosure, broker-dealer and investment advisor issues, and securities litigation and enforcement. Smaller public companies in particular seek our general counsel to oversee their interests.

Recent Matters

- represented a publicly held medical device company in a merger with a private company and drafted a registration statement on Form S-4 registering approximately 16 million shares to be issued by our client
- represented many issuers in connection with SEC comment letters
- represented an individual in proceedings before the Pennsylvania Securities Commission
- represented selling shareholders in a \$150 million IPO
- advised on registration of over 22 million shares of common stock on behalf of a Toronto-based issuer in connection with a PIPE transaction involving the issuance of convertible preferred shares and warrants
- represented issuers in ongoing 1934 Act reports

Services

The security practice consists of the following broad categories:

- security offerings (both registered and exempt) and ongoing SEC reporting obligations
- public company M&A
- securities litigation matters including:
 - defense of federal and state shareholder class actions against issuing companies, officers, and directors
 - claims arising from restatements or other accounting issues, public offerings, earnings warnings, and failure to meet projections
 - defense of investor claims of fraud, misrepresentation, insider trading, and other violations of securities law
- SEC investigations and other regulatory investigations and enforcement proceedings against large firms and financial institutions as well as senior executives and other employees

www.foxrothschild.com

"For public companies, how you write your disclosure is critical – you must paint the right picture.

We help you present your best face to the public markets and to build long-term shareholder value."

Jeff Nicholas

Chair of the Securities Practice



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- securities arbitrations, representing broker-dealers in matters brought by public customers and other broker-dealers in the NASD and NYSE arbitration forums and other private arbitration venues
- internal investigation
- corporate governance

We also address more specific issues within:

- proxy disclosure and other 1934 Act reports
- internal controls disclosure
- corporate governance
- accounting and auditing issues
- public offerings and secondary offerings
- public company M&A
- private equity and hedge funds
- investment advisor registration and compliance
- broker-dealer registration and compliance
- white collar defense
- internal investigations

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Jeff Nicholas

Chair of the Securities Practice