

## Capital Markets & Securities

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Our Corporate Capital Markets & Securities group counsels public companies, investment funds and privately held businesses regarding their financing, capital markets and securities compliance needs. Our attorneys work with national and international companies in a variety of industries and across multiple market segments.

Our attorneys contribute seasoned insight and perspective to clients through the firm's deep experience in securities, venture capital, private equity, leveraged buyouts, project finance, mezzanine financing and tax. We provide advice on structuring and implementing financing vehicles that fit our clients' particular needs within the current financial climate.

We have achieved a reputation for delivering sophisticated and creative financing solutions, including:

- Fund investments
- Venture capital financings, including angel, seed, early and late stage
- Private equity fund formation
- Strategic financings
- Liquidity-driven strategic mergers
- Private equity and leveraged buyouts
- Equity compensation arrangements
- Bankruptcy and workout-related financings

In the specific area of Securities, we assist clients with:

- Public securities offerings
- Pre-IPO planning
- Public company reporting and other corporate communications
- Corporate governance
- Private placements
- Public company mergers and going-private transactions
- Public company officer, director and shareholder duties and rights

### **Ongoing Representation of Public Companies**

In addition to our extensive IPO and secondary offering experience we provide ongoing securities compliance, disclosure and board of directors counseling representation to our public company clients.

### **Going Private Transactions**

We are regularly retained to represent issuers, acquirers, and special committees in public company going-private transactions. We are currently representing special committees of the boards of directors in two separate pending going-private transactions, and we recently completed a going-private transaction where we represented the acquirer.

## **Representative Matters**

### **Legal Counsel to the Special Committee of China Distance Educations Holdings Limited**

We served as the U.S. legal counsel to the Special Committee of the Board of Directors of China Distance Education Holdings Limited. Through a going-private merger, a consortium consisting primarily of the Chairman and Deputy Chairman of the target company acquired all of the outstanding ordinary shares of the target, including ordinary shares represented by American depositary shares, that they did not already own.

### **Consumer Electronics Retailer IPO**

Represented Boston-based specialty consumer electronics retailer in its IPO on NASDAQ, and two follow-on offerings.

### **Medical Device Company IPO**

Represented Boston-based medical device company in its IPO on NASDAQ.

### **Organic Food Company IPO**

Represented an organic food company in its IPO on the NYSE, and in follow-on offering of secondary shares.

### **CBL & Associates Properties, Inc. Common Stock and Senior Notes Public Offerings**

Representation of CBL & Associates Properties, Inc. in multiple common stock and senior notes offerings ranging in value from \$225 million to \$400 million.

### **Audax Group Acquisitions and Dispositions**

Representation of the Audax Group, a leading private equity firm, in various acquisitions and dispositions throughout multiple business sectors.

### **CBL & Associates Properties, Inc. Formation of \$1B Joint Venture**

Representation of CBL & Associates Properties, Inc. in the formation of a \$1B joint venture with TIAA-CREF to invest in market-dominant shopping malls nationally.

### **Changyou.com IPO**

Company counsel for Changyou.com Limited in its \$138M IPO on NASDAQ.

### **Chestnut Hill Ventures Selling Stockholder in IPO**

Representation of Chestnut Hill Ventures as a selling stockholder in IPO of one of its portfolio companies, and advice regarding liquidity options and related securities law compliance, and in its investment in a targeted marketing company.

**Developer Recapitalization**

Representation of a major developer in its recapitalization, including debt restructuring and new equity investment, through a fund formed to acquire new projects.

**Easterly Capital Acquisition of Private Real Estate Fund**

Representation of Easterly Capital in acquisition of private real estate fund from prior fund sponsor.

**Emerging Companies Private Placements and Pre-IPO Planning**

Representation of emerging companies in numerous private placements and pre-IPO planning.

**Family of Exchange Funds in Public Securities Matters**

Representation of a family of exchange funds in public securities matters related to its real estate funds.

**Issuers and Selling Shareholders Public Offerings**

Representation of issuers and selling shareholders in numerous initial and follow-on public offerings.

**Private Equity Purchase of Retail Company**

Representation in connection with the private equity purchase of a publicly traded retail company.

**Private Equity Sponsors in Stock-for-Stock Sales**

Representation of private equity sponsors in stock-for-stock sales of financial services portfolio companies to separate public company buyers, and in securities matters relating to their holding and re-sales of the public company stock.

**Sale of Publicly Traded Multimedia Company**

Representation in connection with the sale of a publicly traded multimedia company to private equity purchasers through a competitive bidding process.

**Shareholder Committee Corporate and Securities Matters**

Representation of a shareholder committee in corporate and securities matters relating to the bankruptcy of a public life sciences company.

**Shareholder Group Proxy Contest**

Representation of a shareholder group in conducting and settling a proxy contest with a public management consulting company.

**Sogou IPO**

Company counsel for Sogou Inc. in its \$658M IPO on the NYSE.

**Technology Tax-Credit Financing**

Representation in connection with technology tax-credit financing for a company engaged in the research and development of various biotechnology and optics technologies.

**Venture Capital Financings**

Representation in connection with numerous venture capital financings for software, biotechnology, telecommunications, semiconductor equipment, medical devices and Web services companies.

## Our Clients

- Audax Group
- CBL & Associates Properties, Inc.
- Changyou.com
- Chestnut Hill Ventures
- Easterly Capital
- Sogou Inc.
- Sohu.com