

Capital Markets & Securities

The Goulston & Storrs Corporate Capital Markets & Securities group counsels a full range of businesses ranging from start-up, early-stage and emerging businesses to established privately-held and publicly-traded companies, sponsors of investment funds, directors, officers and investors.

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

Representative Matters

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.

International Transaction, U.S. Securities, and U.S. Tax Counsel in Complex Reorganization Transaction

International transaction, U.S. securities, and U.S. tax counsel in a complex reorganization transaction in which the China-based Sohu Group's top-tier, NASDAQ-listed Delaware holding company, Sohu.com Inc., was liquidated and replaced by a Cayman Islands company, Sohu.com Limited, as the publicly-traded holding company, also on NASDAQ and with the same shareholders as had held the shares of Sohu.com Inc.

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, and in ongoing marketing and operation of fund.

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