

Overview

The Steptoe & Johnson Securities Law Team assists clients in a wide range of complex public and private securities transactions, including venture funding, private placements, mergers and acquisitions, hostile and friendly tender offers, going private transactions, financial services securities matters, and equity, debt, and working interest offerings for public and private companies. Team attorneys apply their knowledge of securities laws and financing trends to assist clients in completing these transactions in a cost-effective and timely manner.

Team attorneys also advise clients on securities issues specific to public companies and assist with preparing and filing registration statements, proxy statements, annual, quarterly and current reports and other SEC filings, as well as private placement memoranda and related private offering materials.

Representative Experience

- \$50M equity investment in U.S. projects from Netherlands-based venture capital firm
- \$12M Series A equity investment by venture capital funds in technology development company including negotiation of terms of investment
- \$27M private placement for natural gas drilling program
- Responsible for SEC filings (10-Q, 10-K, etc.), proxy statement and proxy solicitation, Section 16 reporting, and providing general advice related to day-to-day securities issues of a publicly traded company
- Represented clients in reformulating the arbitrage and rebate regulations and regulations dealing with the reissuance of debt obligations
- Provided legal advice and counsel in connection with several lease and loan portfolio sales, including a \$500M sale of a line of business equipment finance portfolio
- Served as bond counsel for a regional hospital facility for a private placement, tax exempt 501(c)(3) bond financing of capital improvements to the hospital facility, the acquisition of equipment, and refinancing outstanding debt

- Experienced in transaction structuring, preparation of all financing documentation, and bond closing representation
- Represented a municipal utility in the sale of a combined public waterworks and sewage system to a private utility; work included sale term negotiation, documentation, public hearings, election process and closing
- Represented clients in raising capital through crowdfunding

Highlights

SECURITIES REGULATION

- Securities and Exchange Commission (SEC) reporting and compliance
- Proxy matters, mergers and acquisitions, securities enforcement actions, and employee benefit plans

PRIVATE PLACEMENT & OTHER EXEMPT OFFERINGS

- Regularly represent issuers and investors in private placements and other exempt offerings of equity and debt securities
- Advise prospective issuers of appropriate sources of capital and proper utilization of private placement or other exemptions from federal and state registration requirements

SEC REPORTING, BLUE SKY, OTHER COMPLIANCE

- Counsel clients on their ongoing reporting and compliance obligations under the securities laws, including preparing and filing reports with the SEC
- Advise growing companies on available options for raising capital from public and private markets and on all elements of compliance

ADVISING BOARDS OF DIRECTORS & COMPANY MANAGEMENT

- Counsel clients in connection with mergers and acquisitions and other transactions involving registered and exempt offerings of securities
- Counsel boards of directors on the proper discharge of their fiduciary responsibilities



Bryan K. Prosek

Team Leader

(614) 458-9793

bryan.prosek@steptoe-johnson.com