

Securities, Corporate Governance and Public Companies

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Experienced, trusted counsel advising public and private companies and their boards on high-stakes, complex decisions and transactions.

National experience. Local presence. These are just two of the reasons why industry-leading public companies and private entrepreneurs engage Mitchell Williams to assist them with their corporate governance and securities transactions.

Our clients' business objectives are our objectives. We have decades of proven experience advising publicly traded companies and privately held businesses on securities laws and capital markets transactions, corporate governance and mergers and acquisitions. We drive value to our clients by working closely with accountants and advisors, including Wall Street investment banking firms and their counsel, in structuring and coordinating transactions and complying with ongoing reporting requirements. We help our clients understand, manage and—ultimately—minimize the risks that are increasingly present in the corporate boardroom. We combine knowledge of securities regulation, governance best practices and growing investor disclosure demands to help clients navigate the intricacies of issues common to corporate management.

In a competitive, dynamic market, you need an advisor with strategies and solutions who understands your business. We can help.

HIGHLIGHTS

- Comprehensive legal experience advising businesses of all sizes – from startups and emerging enterprises to established small and medium-sized businesses to corporations and financial institutions with regional, national and international presence
- Corporate and securities counsel to Fortune 500 and Russell 3000 companies with securities listed on the Nasdaq Stock Market and the New York Stock Exchange; U.S. counsel to Canadian REIT listed on the Toronto Stock Exchange
- Deep understanding of corporate governance best practices, Securities and Exchange Commission reporting for public companies and securities regulatory compliance
- Integrated team to leverage in-depth industry knowledge and attorney experience across the firm

CAPABILITIES

Securities

- Registered public offerings of debt and equity
- Private placements and other exempt securities offerings
- Registered and exempt issuances of securities issued in connection with acquisitions
- Issuer self-tender offers and stock repurchases
- Structuring and negotiating financing transactions

- All facets of reporting and disclosure for capital markets transactions, including compliance with federal and state securities registration exemptions

Corporate Governance

- Corporate formation and structure
- Compliance with state corporate laws and fiduciary duties
- Preparation and advice regarding corporate organizational documents
- Compliance with stock exchange corporate governance rules and guidance
- Board and board committee structure, size, composition and operation
- Board and shareholder meetings and related matters
- Preparation and advice regarding corporate governance guidelines, policies and committee charters
- Board education and orientation
- Advice regarding special board committees
- Management succession planning and implementation
- Executive employment, change-in-control and severance agreements
- Design, approval, disclosure and implementation of equity incentive plans and other executive compensation plans and programs

Public Companies

- Compliance with all facets of SEC reporting and continuous disclosure obligations, including annual, quarterly and current reports, proxy statements and proxy solicitation rules, beneficial ownership reporting and stock repurchase rules
- Sarbanes-Oxley Act and Dodd-Frank Act compliance
- Preparation and advice regarding securities exchange listing applications
- Compliance with stock exchange continued listing rules and standards
- Advice regarding proxy voting guidelines of institutional shareholders and proxy advisors
- Addressing shareholder proposals and other shareholder relations matters

EXPERIENCE

- Issuer's counsel for \$750 million registered underwritten public offering of medium-term senior notes
- Issuer's counsel for \$700 million registered underwritten public offering of medium-term senior notes
- U.S. counsel to Canadian REIT for \$135.0 million initial public offering on Toronto Stock Exchange
- Company counsel for numerous "Dutch auction" self-tender offers in which our clients have repurchased an aggregate of over \$175 million of their common stock
- Issuer's counsel for registered issuance of \$742.3 million of common stock to target company shareholders in connection with an acquisition
- Issuer's counsel for \$300 million registered underwritten public offering of medium-term subordinated notes
- Issuer's counsel for registered issuance of \$77.5 million of common stock to target company shareholders in connection with an acquisition
- Company counsel for \$58.3 million registered underwritten public offering of common stock by a selling shareholder
- Issuer's counsel for registered issuance of \$84.2 million of common stock to target company shareholders in connection with an acquisition
- Issuer's counsel for \$350 million registered underwritten public offering of medium-term senior notes
- Issuer's counsel for \$500 million registered underwritten public offering of medium-term senior notes
- Issuer's counsel for registered issuance of \$29.8 million of common stock to target company shareholders in connection with an acquisition

- Company counsel for \$49.4 million registered underwritten “bought deal” public offering of common stock by the issuer and selling shareholders
- Issuer’s counsel for registered issuance of \$39.5 million of common stock to target company shareholders in connection with an acquisition
- Issuer’s counsel for registered issuance of \$290.1 million of common stock to target company shareholders in connection with the largest ever merger between two Arkansas-based bank holding companies
- Company counsel for \$23.0 million registered underwritten public offering of common stock by the issuer and selling shareholders
- Issuer’s counsel for numerous Regulation D private placements and other private securities offerings ranging up to \$50 million