Courtney C. Crouch, III

Member

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Courtney Crouch is a trusted advisor on corporate and securities matters helping both publicly-traded and privately-held companies navigate corporate governance, regulatory and transactional issues. He counsels corporate boards of directors, board committees and executive management on corporate governance, shareholder communications, investor disclosure, executive compensation, capital markets and securities transactions, mergers and acquisitions, and other regulatory and transactional matters. He regularly advises public companies on reporting under the Exchange Act and compliance with Securities and Exchange Commission regulations and stock exchange listing standards. He assists clients with capital markets transactions including registered public equity and debt offerings, private securities offerings, issuer tender offers, stock repurchases, and mergers and acquisitions. Prior to becoming an attorney, Courtney worked in several federal government capacities in Washington, D.C., including as White House director of congressional correspondence, communications director for a U.S. House member from Arkansas, and a summer law clerk for the U.S. Senate Committee on Finance.

Practice Areas

Securities, Corporate Governance and Public Companies
Business and Corporate Law
Mergers and Acquisitions
Executive Compensation

Education

The Catholic University of America
Columbus School of Law
J.D. and Certificate in Securities and Corporate Law - (2005)

University of Arkansas,
B.S. in Accounting - (1998)

Bar Admissions

Arkansas

Experience

- Advising public companies in the banking, automotive retail and transportation and logistics industries on compliance with Exchange Act reporting requirements, stock exchange listing standards and related disclosure matters, including:
- Annual, quarterly and current SEC reporting, quarterly earnings announcements and Regulation FD compliance
- Proxy statements, proxy advisor guidelines, and shareholder meetings and proposals
- Beneficial ownership reporting and trading restrictions
- Registration statements
- Issuer tender offer statements
- Counseling corporate boards of directors, board committees and executives of publicly-traded and closely-held clients on executive compensation and governance matters, including:
- Corporate governance documents, guidelines and procedures

- Development and implementation of cash and equity incentive compensation plans
- Executive employment, change in control, noncompetition and severance agreements
- Shareholder meetings and communications
- Stock redemptions, repurchases and buy-sell agreements
- Representing clients in various capital markets transactions, including:
- Assisting issuers and selling shareholders in registered underwritten offerings of common stock, including initial public offerings, secondary offerings and sales by selling shareholders
- Assisting public and private bank holding companies and other corporate issuers in the issuance of medium-term senior and subordinated notes through registered underwritten offerings or private placement transactions
- Conducting registered issuances of common stock in connection with multiple acquisitions for a public bank holding company client
- Representing exchange-listed companies in numerous modified “Dutch auction” self-tender offers
- Advising privately-held enterprises in various types of equity private placements and other exempt securities offerings
- Counseling architecture and engineering firms on corporate structure, governance, shareholder relations, licensing and contractual matters.

Professional Recognition

- *The Best Lawyers in America®*: Corporate Law (2023-2027)
- *The Best Lawyers in America®*: Mergers and Acquisitions Law (2023-2027)
- *The Best Lawyers in America®*: Securities/Capital Markets Law (2020-2027)
- *The Best Lawyers in America®*: Corporate Governance Law (2026-2027)

Involvement

- Board Member, Arkansas Symphony Orchestra
- Member, Rotary Club of Little Rock
- Member, Preserve Arkansas
- President (2014)
- Treasurer (2015-2018)
- Board Member (2011-2018)
- Member, American Bar Association
- Member, Arkansas Bar Association
- Member, Pulaski County Bar Association