

PUBLIC OFFERINGS, PRIVATE PLACEMENTS & CORPORATE FINANCE

Hodgson Russ has extensive experience representing public and private companies, start-up enterprises, individuals, and partnerships as well as broker-dealers, banks, and financial institutions in a wide variety of corporate finance matters. Our services range from securities offerings to best-efforts private placements and crowdfunding offerings.

We have extensive experience with numerous types of debt and equity financings, including initial public offerings, shelf offerings, corporate bond and note offerings, 144A transactions, and private investments in public equity (PIPEs) transactions. Our attorneys have handled transactions executed by public corporations domiciled in the United States as well as those of foreign companies with a presence on U.S. stock markets.

Our attorneys prepare and submit filings to the Securities and Exchange Commission (SEC) and state regulators, respond to SEC comments, conduct underwriter and placement agent negotiations, and assure compliance with all laws and regulatory agency reporting and document requirements, including SEC disclosures, exchange listings, and Section 16 reporting responsibilities.

We advise on the full range of securities compliance issues related to registration, compliance, disclosure, and governance of private placement transactions. We have assisted numerous emerging businesses, start-ups, and second- and advanced-stage enterprises in raising capital and recapitalizing through the sale of debt or equity securities via private placements and exempt securities offerings. The firm also represents institutional investors, placement agents, broker-dealers, and investment banks in private placement transactions.

Our comprehensive services include representation at every stage of the process, from private placement memoranda and materials preparation and review to structuring, negotiating, and closing the financing as well as handling the regulatory and “blue sky” reporting related to the financial transaction.

We can also advise U.S. companies seeking to raise capital on other exchanges around the world, particularly on Canadian exchanges. These listings may represent an emerging alternative to relying on the U.S. capital markets and there is a growing track record of successful capital raises in such listings, depending on the nature and industry of the company in question. While much of such northbound securities work will be performed in conjunction with Canadian counsel, we have a dedicated Canada Cross Border team with specialists across most areas of U.S. practice that is

Contact

John Zak
716.848.1253
jzak@hodgsonruss.com

Professionals

Attorneys

Craig Fischer
Timothy Ho
Cristin Murray
Brendan Stone
John Zak

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well-positioned to advise on all aspects of doing business across borders while maintaining compliance with U.S. laws.

Experience

Hodgson Russ represented a sponsor in connection with a \$40 million dividend recapitalization financing of a group of manufacturing companies. A syndicate of lenders provided term and revolving debt. Existing mezzanine financing was amended to accommodate the transaction.

Hodgson Russ attorneys represented a manufacturer of highly engineered products with international operations, as issuer, in connection with a \$500 million senior notes offering to qualified institution buyers under Rule 144A and non-US persons under Regulation S. The net proceeds from the offering were used to effect a redemption of the company's previously outstanding senior notes.

Press Releases

Hodgson Russ Receives Top Tier National and Metropolitan Rankings in 2022 Best Law Firms Listings
Hodgson Russ Press Release, November 15, 2021

Presentations & Events

Public Company Update 2022
January 28, 2022

Public Company Update 2021
Hodgson Russ LLP, January 28, 2021

Public Company Update 2020
Hodgson Russ LLP, January 30, 2020

Public Company Update 2019
Hodgson Russ, Buffalo, NY, February 12, 2019