

SECURITIES REGULATION & CORPORATE COMPLIANCE

Hodgson Russ provides comprehensive U.S. securities law advice for issuers, investors, and financial institutions in the full range of capital-raising and recapitalization transactions. Our securities-focused attorneys help guide clients through U.S. federal and state registration of public securities offerings, including both initial public offerings and secondary offerings; private placements and exempt securities offerings; venture capital financings; institutional debt and equity financings; restricted stock transfers; stock exchange and NASDAQ listings; tender offers and going-private transactions; and mergers, acquisitions, exchange offers, and leveraged buyouts.

We regularly advise on the full range of securities issues, including registration, compliance, disclosure, and reporting under the Securities Exchange Act of 1934; governance issues under the Sarbanes-Oxley Act; insider trading issues; federal and state regulations (including state securities and “blue-sky” laws); the Dodd-Frank Act; underwriting agreements, placement agreements, and fairness opinions; proxy statements and proxy solicitations; corporate governance and anti-takeover matters; and stock option and other stock-based employee benefit plans.

Our securities practitioners are also experienced in advising Canadian clients on cross-border securities offerings and compliance. Our multi-jurisdictional securities team helps navigate complex U.S. regulatory landscape and execute cross-border transactions for both issuers and underwriters in private placements and issuers in SEC-registered offerings.

If litigation is threatened or arises, Hodgson Russ represents clients before the Securities & Exchange Commission and in other venues in connection with investigations and enforcement proceedings in criminal, administrative, and civil cases.

Our firm understands the special requirements of publicly traded clients, and we are proud to provide securities advice to a number of them. We have several clients that are represented on stock exchanges throughout the world. Hodgson Russ has been awarded a prestigious “Best Law Firms” Metropolitan Tier 1 ranking by *Best Lawyers/U.S. News & World Report* in the Securities / Capital Markets Law category.

Contact

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Professionals

Attorneys

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Benjamin Zuffranieri Jr.

Experience

Hodgson Russ represented a major Canadian bank in connection with a \$175 million cross-border offering of securities. We were the lead firm for U.S. aspects of this transaction.

A team of Hodgson Russ attorneys led by John J. Zak represented long-time client, Integer Holdings Corporation (NYSE: ITBR), in its successful tax-free spin-off of its subsidiary, QiG Group, LLC, which converted into Nuvectra Corporation prior to the completion of the spin-off. Nuvectra is a medical device company that is concentrated on the development and commercialization of its neurostimulation technology platform, and, in particular, its Algovita spinal cord stimulation system, for the treatment of various disorders through the stimulation of tissues associated with the nervous system. As part of the spin-off, Nuvectra received approval to list and to have its common stock traded on the NASDAQ Global Market under the symbol "NVTR." Hodgson Russ advised on all aspects of the separation of Nuvectra from Greatbatch and the corresponding distribution of the Nuvectra shares of common stock to Greatbatch's stockholders, including the registration of Nuvectra with the SEC, the listing of Nuvectra's common stock on the Nasdaq Global Market, facilitating the negotiation of agreements between Nuvectra and Greatbatch to establish a framework for their post spin-off relationship; preparation of corporate governance policies and procedures for Nuvectra as a newly publicly-traded company and assisting in the separation of Greatbatch's existing employee benefit programs and the establishment of new programs by Nuvectra. The team of Hodgson Russ attorneys consisted of Craig M. Fischer (securities regulation and corporate compliance); Christofer C. Fattey (banking and finance); Terrence M. Gilbride and Elizabeth A. Holden (real estate); Ryan M. Murphy and Richard W. Kaiser (employee benefits); Peter C. Godfrey (labor and employment); Richard F. Campbell and Andrew D. Oppenheimer (business tax); and paralegal Courtney Scanlon.

In the News

SEC Eyes Transfer Agents in New Front Against U.S. Stock Fraudsters
Reuters, January 12, 2015

Timothy Ho Joins Hodgson Russ
September 11, 2014

Press Releases

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

Craig Fischer, Laura Groschadl, and Seth Pullen Join Hodgson Russ
Press Release, November 18, 2014

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Publications

FTC Announces Increased HSR and Interlocking Directorate Thresholds for 2023
Hodgson Russ Antitrust, Trade Regulation & Anticorruption Alert, January 25, 2023

SEC Adopts Final Pay Versus Performance Rules
Hodgson Russ Securities Regulation & Corporate Compliance Alert, September 15, 2022

FTC Announces Increased HSR and Interlocking Directorate Thresholds - 2022
Hodgson Russ Antitrust, Trade Regulation & Anticorruption Alert, January 28, 2022

U.S. Securities Law Considerations in Structuring a Cross-Border Fund
Hodgson Russ Canada-U.S. Cross-Border Alert, June 10, 2021

To Register or Not to Register: A Primer for Ontario Investment Advisers
Canada-U.S. Cross-Border Alert, May 19, 2021

Private Offerings Update - 2021
Hodgson Russ Canada-U.S. Cross-Border Alert, February 2, 2021

FTC Announces Increased HSR and Interlocking Directorate Thresholds - 2021
Hodgson Russ Antitrust, Trade Regulation & Anticorruption Alert, February 2, 2021

Zooming Into Court: New Complaint filed Against Zoom Related to COVID-19
Hodgson Russ Securities/Directors & Officers Litigation Alert, June 16, 2020

SEC Updates Rules on Financial Disclosures for Business Acquisitions and Dispositions
Hodgson Russ Securities Regulation & Corporate Compliance Alert, June 5, 2020

Uptick in Investor Class Action Lawsuits Expected Due to COVID-19
Hodgson Russ Class Action Litigation Alert, May 29, 2020

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

Securities Transfer Association 2019 Annual Conference
Naples, Florida, October 22, 2019

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Public Company Update 2019

Hodgson Russ, Buffalo, NY, February 12, 2019

Securities and Exchange Commission Roundtable, Additional Ways to Combat Retail Investor Fraud

Washington, D.C., September 26, 2018

Avoiding (and Surviving!) Contract Disputes – Common Pitfalls of Contract Drafting That Land You in Court

February 11, 2016

