

SECURITIES AND CORPORATE FINANCE

Securities and corporate finance are vulnerable to perhaps the most significant risk and reward in today's legal environment. Because of this, it's more critical than ever to partner with sophisticated counsel who understands not only what investors are looking for, but also the various regulatory challenges such transactions present.

Whether facing a difficult public disclosure question or raising capital to fund growth, our securities and corporate finance lawyers are committed to providing innovative solutions to complex financing challenges with targeted, unique objectives.

Having represented many public companies listed on the NYSE and NASDAQ, our lawyers are dedicated to learning each client's business and industry, and implementing lessons learned from decades of practical experience. We represent both issuers and underwriters in publicly registered and exempt securities offerings, including initial public offerings (IPOs), "reverse" mergers, exchange offers and going private transactions. Our lawyers are also well versed in the traditional transactional and disclosure challenges that can arise during IPOs, recapitalizations, acquisitions and divestitures, and private equity placements.

We represent public companies in matters relating to reporting, proxy and other requirements of the Securities Act of 1933 and Securities Exchange Act of 1934. Further, we advise officers, directors and other affiliates concerning reporting and compliance issues relating to their holdings of securities and related transactions, including compliance with the U.S. Sarbanes-Oxley Act. Our lawyers also represent private companies with respect to raising capital in compliance with federal and state securities laws.

Our lawyers stay abreast of developments at the Securities and Exchange Commission (SEC), stock exchanges and state-level securities commissions to ensure clients are apprised of how new or changing requirements might affect their business.

Further, our securities litigators have in-depth experience with arbitrations, investigations and compliance proceedings brought by the SEC, state securities regulators stock exchanges and FINRA.

Our extensive transactional experience also extends to:

- Convertible debt issuances and hybrid security offerings
- Common stock registration and offerings
- Secured note offerings
- Trust preferred securities issuances
- Negotiated and hostile tender offers
- Mergers and other acquisition transactions
- SEC and state regulatory compliance
- Private placements of securities, PIPEs and venture capital investments
- Investment funds transactions
- Demergers, spinoffs and business combinations
- Public equity offerings including initial public offerings (IPOs) and secondary fundraising

EXPERIENCE

Corporate Governance and Intercompany Agreements Associated with \$500 Million Financing

Drafted numerous corporate governance policies/documents and intercompany agreements associated with a cutting-edge sustainability company's financing efforts.

Counseled Client Regarding Conflicts of Interest

Advised SEC-registered investment adviser in connection with risk assessment of conflicts of interest identification and evaluation process, including elimination, mitigation and disclosure of conflicts.

Counseled Government Investment Vehicle in Formation and Launch

Assisted local governments and SEC-registered investment manager in forming and launching a pooled investment vehicle for local governments in Missouri.

Registered or Secured Exemptions for \$600 Million Church Extension Fund

Acted as registration counsel for large church extension fund and obtained registration approvals or exempt filings under Blue Sky Laws in 49 jurisdictions on annual basis.

Issuer Counsel to Health Care/Fintech Emerging Company

Negotiated multimillion-dollar Series Seed funding round for Missouri company with health care and financial technology product. Investors included leading venture capital firms from Chicago and St. Louis.

Led Capital Formation Efforts for Missouri Medical Marijuana Licensees

Since 2020 served as lead securities and offering counsel for eight licensees under Missouri's cannabis laws and regulations. The aggregate value of the various offerings of equity securities and convertible promissory notes exceeds \$75 million and involved more than 40 facility licenses.

Managed Accelerator Program's Onboarding and Capital Investments for Startup Company Participants

Assisted utility client with onboarding of and capital investments in startup technology companies as part of accelerator program in coordination with a local university and capital investors. Assisted with closing investments in more than a dozen program participants.

Obtained Securities Registration Exemption in Construction of New Mill

Assisted client with obtaining securities registration exemption for Missouri new generation processing entities for purpose of construction of new mill. Worked with Missouri Agricultural and Small Business Development Authority and the Missouri Securities Division to secure the exemption paving the way for capital formation necessary for construction of a new facility.

\$20 Million Preferred Stock Private Placement, Warrant Issuance

\$20 million preferred stock private placement and warrant issuance for public company.

Going Private Transaction for Bank Holding Company

Exchange Act registration of bank holding company and subsequent going private transaction upon enactment of JOBS Act.

Initial Fundraising for Food Industry Startup

Initial fundraising for food industry startup and subsequent capital raises.

Successful Resolution of Securities Class Actions

Successful resolution of securities class actions related to proposed acquisition asserting claims of breach of fiduciary duty by target corporation in acquisition.

Tender Offer Takeover

Representation of publicly traded company in tender offer takeover.



Armstrong
Teasdale

\$85 Million IPO, Initial Nasdaq Listing

Initial public offering of \$85 million of common stock of outdoor recreation company and initial listing on the Nasdaq Global Market.

IPO for Medical Device Manufacturer

Initial public offering of medical device manufacturer via reverse merger, registration of exchange offer and immediate listing on the Nasdaq Capital Market.

Shelf Registration Statements, Takedowns for Beverage Company

Filing of multiple shelf registration statements and subsequent takedowns for large publicly traded beverage company.