

# 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 Securities Exchange Act of 1934 registration, compliance, disclosure, and reporting; 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 currently have more than 250 clients that are represented on stock exchanges throughout the world.

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*Practice restricted to U.S. law*

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