

Securities & Corporate Governance

The Securities & Corporate Governance Group at Sullivan & Worcester LLP focuses on underwritten and other public securities offerings, private placements and stock-based mergers and acquisitions. Backed by a firm of more than 185 lawyers located in Boston, New York and Washington, D.C., our Securities & Corporate Governance Group is a multidisciplinary team of practical and innovative lawyers representing companies of all sizes in a wide range of industries. Our size and philosophy uniquely position us to deliver a small-firm feel with large-firm expertise.

The American Lawyer has consistently ranked our Firm among the top law firms in the nation in the categories of most mutual fund and real estate investment trust (REIT) new issues, most money raised for REITs, and counsel to fund clients by net assets. Sullivan & Worcester LLP has represented our public REIT clients in raising nearly \$10 billion in equity and debt offerings in the last five years.

In addition to advice on all facets of transactional work, the Securities & Corporate Governance Group counsels public companies and their directors, independent committees and officers with respect to a variety of securities-related matters, including:

- ongoing reporting requirements and other compliance matters under federal and state securities laws
- corporate governance and Sarbanes-Oxley Act issues, policies and procedures (for additional resources, see also the [Corporate Governance](#) section of our website.)
- fiduciary duties
- stock exchange rules and listing requirements
- compliance programs
- shareholder relations
- corporate communications strategies

We also provide on-going day-to-day advice, in concert with the firm's other groups, on the plethora of issues that public companies face in today's environment, such as:

- executive compensation and tax planning
- benefit plans, including option plans and other equity incentives
- director and officer insurance
- securities litigation

SECURITIES OFFERINGS

In addition to initial public offerings and traditional debt and common and preferred equity offerings, Sullivan & Worcester has represented issuers in a variety of convertible securities offerings, foreign currency-denominated debt and equity offerings and innovative high-yield securities offerings. Our clients range from smaller reporting companies to Fortune 500 companies and cover such diverse industries as software, biotechnology, semiconductors, real estate, records management, telecommunications, senior living facility operations and hotels.

Sullivan & Worcester also represents foreign companies who trade in the U.S. in connection with a variety of offerings, including initial U.S. public offerings, equity and debt offerings and tender offers. We also work with these companies as they list their securities on other exchanges outside the U.S., such as the London Stock Exchange, the Luxembourg Stock Exchange, the Frankfurt Stock Exchange and the Tel Aviv Stock Exchange. The firm, in conjunction with our joint venture with the Tel-Aviv-based firm of Zysman, Aharoni, Gayer & Co., assists Israeli companies in raising capital in the U.S. public markets.

The firm also advises private and public companies on a full gamut of other transactions, including:

- Rule 144A offerings and "A/B" exchanges
- PIPE transactions
- Regulation S offerings
- dual-tranche offerings
- repurchases and redemptions of securities
- trust preferred securities offerings
- spin-off transactions
- option repricings
- tender offers
- going-private and going-dark transactions

Sullivan & Worcester provides our clients with guidance and advice from the initial planning stages through post-closing matters of each offering.

* * * *

For further information about our Securities & Corporate Governance practice group, please visit our website at www.sandw.com or contact:

Howard Berkenblit at 617 338 2979 (hberkenblit@sandw.com)
Edwin Miller Jr. at 617 338 2447 (emiller@sandw.com)

