



LOOPER REED

LOOPER REED & MCGRAW P.C.

Looper Reed & McGraw | Securities

Looper Reed & McGraw attorneys assist clients in both private and public offerings of securities. We help clients to understand the securities law requirements for financings at both start-up and mature capital stages.

Our attorneys regularly provide counsel to clients engaged in offerings that are exempt from registration under the Securities Act of 1933. Such offerings include private offerings of securities pursuant to Reg. D, as well as those more generally exempt from the registration requirements of the Securities Act under Section 4(2) of such Act. In addition, such offerings include Regulation S offerings to foreign investors and securities issued under employee benefit plans pursuant to Rule 701 under the Securities Act. We advise clients as to the format and content of offering documents to be provided to potential investors as part of such offerings, and we prepare and negotiate subscription documents for the client's use.

In addition, our attorneys have advised clients in registered offerings prepared and filed in compliance with the Securities Act. Such registered offerings include initial underwritten registered offerings, reverse mergers with public shell companies, follow-on offerings, and resale registration statements as well as shelf registrations of securities issued by public companies pursuant to employee benefit plans. We assist clients with PIPE transactions (private placements with resale registration statements), roll-ups, rights offerings and exchange offerings. Moreover, we have counseled and assisted clients in offering mechanics and compliance relating to public securities issued in connection with acquisitions and divestitures, including tender offers for public securities, spin-off transactions, recapitalizations and reorganizations. We have counseled and assisted clients with respect to proxy contests.

We assist clients on a regular basis with reporting, disclosure, and corporate governance obligations arising under the Securities Exchange Act of 1934, the Sarbanes-Oxley Act, and the rules of the applicable stock exchange. In addition to periodic reporting obligations, we assist clients in complying with applicable securities regulations, including Regulation FD and Regulation G, in issuing earnings and other announcements to the public, communicating with research analysts, and preparing corporate websites. Moreover, our attorneys assist officers and directors and certain large shareholders with respect to the resale of restricted securities and their reporting obligations (Forms 3, 4 and 5 and Schedule 13D and 13G) and potential Section 16 short-swing liability under the Exchange Act.

We advise public companies and officers and directors with respect to insider trading issues, including the preparation of insider trading policies and related Rule 10b5-1 plans, and with respect to the securities issues related to executive compensation and employee benefit plans.

Our attorneys advise clients with respect to the formation of US and offshore hedge funds, other private investment companies, and commodity pools, and with respect to SEC, Commodity Future Trading Commission ("CFTC") and state regulatory issues. We also draft offering documents for such clients. We also advise clients with respect to the formation and/or acquisition of investment advisers and broker-dealers and with respect to their SEC, SRO and state regulatory issues.

The senior Securities Members at Looper Reed & McGraw are recognized as some of the top securities advisors in Texas and teach regularly at seminars covering a broad range of securities and corporate law topics. This level of



LOOPER REED

LOOPER REED & MCGRAW P.C.

expertise is especially beneficial for mid-size public companies, who seek to retain big firm talent in a smaller firm environment with a fee structure that is generally more favorable.