



Public Company Growth & Compliance



Parker Poe's Public Company Group is dedicated to helping public companies navigate the full breadth of legal issues that impact their growth. Each member of our team understands the nuances and complexities of advising public companies in the context of Securities and Exchange Commission (SEC) disclosure, shareholder liability, and business reputation concerns. We recognize that careful coordination with our clients among these areas is essential to efficiently and effectively advise public companies.

We gain a deeper understanding of each client's business through our work together and our close collaboration with other lawyers across our firm, with a singular focus on helping our clients achieve their business goals while complying with regulatory requirements.

REPRESENTATIVE EXPERIENCE

Capital Markets & Finance

Our team advises public companies in capital markets and finance transactions across industries, providing strategic counsel on such financial transactions as:

- Equity offerings, including tender offers and exchange offers.
- Investment grade and high yield debt offerings.
- Convertible and hybrid security offerings.
- Secured and unsecured credit facilities, including acquisition, term, letter of credit, and liquidity facilities.
- Commercial paper programs.
- Working capital financing transactions.
- Interest rate swap transactions and investment agreements.
- Construction and real estate loans.
- Tax-exempt financings through governmental conduits and structures.

Our team members also have significant public finance experience representing issuers in the governmental, higher education, health care, and nonprofit sectors. Recent transactions conducted by our team include:

- Representing the controlling stockholder in a \$341 million leveraged tender offer for the minority shares of a public company traded on the New York Stock Exchange (NYSE), including the redemption of existing publicly traded notes, the creation of a \$350 million term and revolving credit facility, and the private issuance of \$350 million of new notes.
- Advising on the private sale of \$200 million of senior notes followed by a registered exchange offer for publicly traded notes.



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- Creating an automatic shelf registration statement for a public company trading on the NYSE in connection with the issuance of debt securities, common stock, preferred stock, stock purchase contracts, stock purchase contract units, depositary shares and warrants.
- Establishing an at-the-market (ATM) equity sales program, including a forward sale component, for a public company traded on the NYSE in connection with the sale of up to \$170 million of common stock over a two-year period, including a forward sale component.
- Implementing a dividend reinvestment program registered on Form S-3 for a public company traded on the NYSE.

Executive Compensation

Our team has extensive experience representing public companies in all aspects of the planning, design, implementation, operation, and termination of public company employee benefit plans and executive compensation arrangements, including securities, ERISA, and tax considerations. Our experience includes:

- Retirement plans, including profit sharing and 401(k) plans, defined benefit and money purchase pension plans, and Employee Stock Ownership Plans (ESOPs).
- Executive compensation programs such as non-qualified deferred compensation plans, performance-based incentive programs, and equity-based arrangements.
- Equity-based compensation plans, including design and documentation, proxy materials, and employee communications.
- Incentive and non-statutory stock options.
- Restricted stock and restricted stock units.
- Stock appreciation rights.
- Phantom stock.
- Employee stock purchase plans.
- Annual and long-term incentive plans.
- Health and welfare plans, including insured and self-insured group health plans, disability and life insurance plans, and cafeteria plans.
- Transactional and litigation issues that arise in connection with benefit programs.

Governance, Risk & Compliance

Our team regularly assists public companies with:

- All aspects of securities law compliance and stock exchange listing requirements.
- Responding to SEC inquiries and comment letters.



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- Establishing and refreshing governance practices.
- Risk programs and internal reporting, including board oversight.
- Designing and implementing internal and external communications programs.
- Advising boards and management on succession issues.
- Shareholder activist campaigns and proxy battles.
- Advising on and establishing shelf poison-pill programs.

Our team has experience in all aspects of securities and corporate law matters, including Exchange Act reporting, the Sarbanes-Oxley Act, the Dodd-Frank Act, stockholder rights plans and other anti-takeover matters, stockholder proposals and proxy contests, stock exchange listing requirements, and corporate governance matters.

Mergers, Acquisitions & Joint Ventures

Our team members provide clients a wealth of experience across a broad range of business combinations and related activities, arming them with the resources to address shareholder litigation and activism. We work regularly with public companies across a number of industries, including health care, utilities, life sciences, manufacturing, energy, food and beverage, automotive, equipment rentals, and waste services and recycling.

In our role as public company transaction counsel, we have broad experience in all aspects of transaction execution, including:

- Shareholder approvals.
- Securities Act filings.
- Public announcements and related SEC reporting.
- Pro forma financials.
- Fairness opinions.
- Integrated internal control reporting and certification.

Litigation & Investigations

Our team represents public company clients before state and federal trial courts, governmental agencies, and national and international arbitration panels around the world, with particular experience in the Southeast.

Investigations & Agency Enforcement

We regularly defend companies in connection with a variety of criminal allegations and investigations. We also assist clients with:

- Compliance initiatives or internal investigations related to SEC reporting.
- U.S. banking laws and regulations.



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- Health care fraud (Stark and anti-kickback).
- Export control laws.
- Anti-corruption laws.
- The False Claims Act.

Litigation

In the commercial litigation context, our team represents public companies in contract disputes, financial services and securities litigation, trade secret litigation, and product liability defense, including leading large e-discovery projects.