

Securities Offerings

Collaborative approach to public & private securities offerings



Whether you are

- a company seeking to raise equity or debt capital in an initial public offering (IPO) or follow-on public offering
- a company seeking to raise equity or debt capital in a private offering, including a Rule 144A institutional private offering
- an investment bank acting as underwriter in a public offering or as an initial purchaser or placement agent in a Rule 144A institutional private offering or other private placement

our team of experienced securities lawyers can help you.

Public and private securities issuances across industries, from FinTech to healthcare to specialty finance

Consistently ranked among the top counsel in completed securities offerings in the Southeast, our securities team has extensive experience representing issuers, underwriters, selling shareholders, and venture capital firms on a wide spectrum of offerings

- Initial public offerings and follow-on public offerings, including at-the-market offerings, bought deals, shelf takedowns, private offerings of public equity (PIPEs), confidentially marketed public offerings, and other wall-crossed offerings
- Rule 144A equity offerings
- Private placements under Regulation D and Section 4(a)(2)
- Offerings pursuant to Regulation A+, Regulation Crowdfunding, and Rule 147/147A intrastate offerings
- Venture capital financings
- Offerings of bank securities exempt under Section 3(a)(2)
- Offerings by public real estate investment trusts (REITs) and business development companies (BDCs), both traded and non-traded

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- Securities offerings in connection with mergers and acquisitions, holding company formations, angel rounds, venture capital investments, employee stock plans, strategic partnerships, joint ventures, spin-offs, and roll-ups

Breadth of experience in getting securities offerings done

- \$12.4+ billion in public and private offerings of debt and equity securities, representing investment banks, issuers, and selling shareholders (over the past 10 years)
- Over \$1 billion in venture capital raises of at least \$10 million since 2011
- Hands-on approach, practical advice, and industry knowledge to help clients execute and complete offerings quickly and cost effectively

Multidisciplinary team with access to broader Nelson Mullins platform

- 40+ attorneys with experience working on securities matters
- Team includes attorneys with former business and in-house counsel experience, including for global technology company and financial institutions
- Clients receive service from a team of securities attorneys supported by Nelson Mullins' colleagues experienced in a range of legal disciplines, including tax, employment and benefits, intellectual property, real estate, and debt financing

We view securities offerings as a process, and we help guide our clients through all phases of capital raises – from corporate formation through preparation of offering and marketing materials and regulatory filings through public reporting.

Our securities offerings attorneys strive for clarity in materials preparation and provide services to help you

- **For IPOs by our issuer clients**
 - Plan strategically and prepare long before the registration statement is filed
 - Organize corporate records to facilitate the diligence process and clean up capitalization
 - Meet with potential underwriters
 - Engage an independent accounting firm with the necessary expertise and reputation
 - Prepare the prospectus in compliance with securities laws and in a manner that facilitates investor understanding – working cooperatively with the underwriters, their counsel, and the accountants
 - Work through the SEC comment process promptly, efficiently, and professionally
 - Prepare management and the board of directors for their new roles as officers and directors of a public company
- **For other public securities offerings by our issuer clients, such as at-the-market offerings, bought deals, shelf takedowns, private offerings of public**

equity (PIPEs), confidentially marketed public offerings, and other wall-crossed offerings

- Evaluate deal structure and timing
- Address the time-critical nature of these transactions
- Execute deals in compliance with technical requirements and market expectations
- **For public offerings in which we are underwriters' counsel**
 - Monitor and help facilitate the registration process
 - Prepare the prospectus and marketing materials
 - Conduct thorough due diligence in an efficient and cost effective manner
 - Negotiate and prepare the transaction documents to move deals to execution
- **For larger offerings under Rule 144A**
 - Prepare offering materials and subscription documents
 - Negotiate engagement letters, purchase/placement agreements, and registration rights agreements
 - Ensure compliance with state blue sky laws
 - Prepare for any future public offering or registration
- **For private offerings by our clients that are private issuers**
 - Raise capital using the appropriate registration exemption – with an understanding of the amount you want/need to raise, the potential investor base, the jurisdictions in which you are making the offering, the desired timing, the need for a placement agent, the appropriate capital structure, the anticipated offering expenses, and more
 - Take the longer view of capital structure – beyond focusing on the offering at hand

Why Nelson Mullins?

- Experience
- Partner-level involvement
- Cost efficiency and responsiveness
- Technical knowledge and market experience
- Industry relationships with regulators, investment bankers, institutional investors, service providers such as accountants, and other key market participants.

Experience

Following is a selected sampling of matters and is provided for informational purposes only. Past success does not indicate the likelihood of success in any future matter.

- Represented a Chicago-based business development company in its \$85 million initial public offering, \$56 million follow-on offering, \$42 million and \$55 million “overnight” offerings, and \$50 million “at-the-market” offering of common stock
- Represented a North Carolina-based bank holding company in its \$30 million initial public offering of common stock
- Represented a Troy, Michigan-based bank holding company in its \$232 million initial public offering and \$145 million follow-on offering of common stock
- Represented the underwriter in the \$109 million initial public offering and \$164 million follow-on offering of common stock of a 3D-printing company
- Represented the initial purchaser and placement agent, an Arlington, Virginia-based investment firm, in a \$220 million 144A equity offering and follow-on \$140 million 144A equity offering for a Phoenix, Arizona-based single-family residential REIT and represented the selling shareholders in the initial public offering of common stock of the REIT
- Represented the underwriters in the \$100 million initial public offering of common stock of a fund that elected to be regulated as a business development company
- Represented an international renewable energy company in an \$18.8 million venture capital private offering of its preferred units
- Represented the underwriters in a \$50 million initial public offering of a Kansas-based bank holding company
- Represented the underwriters in the \$11 million confidentially marketed public offering of common stock of a California-based clean-tech company
- Represented an Atlanta, Georgia-based software company in a \$44 million venture capital private offering of its convertible preferred stock
- Represented the underwriters in the \$33 million public offering of common stock of a Virginia-based bank holding company
- Assisted an Atlanta, Georgia-based healthcare company in raising over \$50 million in venture capital equity since 2015
- Represented the underwriters in the \$46 million public offering of common stock of a Florida-based bank holding company
- Represented the underwriters in the \$28 million public offering of common stock of an Ohio-based bank holding company
- Represented an Evanston, Illinois-based business development company in its \$70 million initial public offering of common stock
- Represented the placement agent in a \$1.15 billion 144A equity offering of common stock of a Massachusetts-based blank check company formed to acquire community banks
- Represented the underwriter, an Arlington, Virginia-based investment bank, in a \$300 million initial public offering of common stock for a Dallas, Texas-based hospitality REIT
- Represented the placement agents in a \$100 million private offering of senior notes of a business development company
- Represented an international, strategic investor in its \$30 million purchase of a venture capital stage company’s preferred stock
- Represented an Atlanta, Georgia-based technology company in an \$18 million venture capital private offering of its preferred stock
- Represented the placement agent in a \$35.4 million private placement of public equity (PIPE) of primary and secondary shares of common stock of a Kansas-based bank holding company

- Represented the placement agent in a \$15 million private placement of subordinated debt of a Florida-based bank holding company
- Represented a Virginia-based bank in its \$16 million private offering of common stock
- Represented the placement agents in an \$18 million private offering of subordinated debt by a North Carolina bank holding company
- Represented the placement agents in a \$25 million private offering of subordinated debt by a Virginia-based bank holding company
- Represented a Carolina-based bank holding company in a \$15 million private placement of public equity (PIPE) of convertible preferred stock
- Represented the underwriters in the initial public offering of equity in a Texas-based information technology provider with international operations
- Represented the initial purchaser in a 144A equity offering for a fund structured to go forward as a business development company
- Represented a fund in its initial private offering and acquisition of a renewable energy related portfolio
- Advising a New York-based investment bank its potential acquisition of an SBIC and its parent business development company
- Represented a Washington, D.C.-based commercial bank in a \$25 million private offering of its common stock
- Represented the underwriter, a San Francisco, California-based investment bank, in the sale of \$40 million of common stock by a Northern New Jersey-based commercial mortgage REIT
- Represented the underwriter, a New York-based investment bank, in a \$60 million common stock offering by an Arlington, Virginia-based business development company
- Represented the placement agent, a New York-based investment bank, in the sale of \$50 million of senior subordinated notes by a New York-based specialty finance company
- Represented the underwriter, a Charlotte, North Carolina-based investment bank, in its role as financial adviser and underwriter of debt issued by a \$2 billion South Carolina-based bank holding company in connection with an acquisition
- Advising an underwriter, a New York-based investment bank, in the implementation of an “at-the-market” equity offering off of the shelf for a business development company
- Assisting a New York-based minority-owned investment bank in the restructuring of its debt and the raising of additional capital
- Assisting the San Francisco, California-based sponsors in raising \$500 million for the development of a mutual fund concept company
- Represented the initial purchaser, an Arlington, Virginia-based investment bank, in a \$100 million 144A equity offering for an Austin, Texas-based thrift holding company
- Represented a London, England-based £500 million private equity fund and its portfolio company based in the U.S. in connection with U.S. bankruptcy issues
- Represented a Los Angeles, California-based mortgage bank in its acquisition and conversion into a thrift holding company
- Represented a Los Angeles, California-based \$40 billion thrift holding company in the sale of its mortgage portfolio
- Represented the initial purchaser, a San Francisco, California-based investment bank, in its \$120 million 144A equity offering for a Long Island based commercial mortgage REIT
- Represented an \$80 billion Southeastern-based bank holding company in its acquisition program involving the acquisition of over 30 banks and thrifts

