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**Securities and Corporate Finance**

Pryor Cashman represents a wide variety of clients, both issuers and investors, in federal and state securities laws matters. For early-stage and other private issuers, we not only offer legal advice on the offering process (including state “blue sky” requirements) but also provide access to long-standing relationships with funding sources, such as clients in our Private Investment Funds practice and our Banking and Finance Group. We provide guidance regarding the type and terms of the security to be offered, the negotiation of any placement agent agreements, and the preparation of private placement memoranda and the various subscription and other agreements needed.

For issuers ready to enter the public securities markets, we assist in the negotiation of underwriting agreements, preparation of the registration statement, and the completion and filing of listing applications with the New York Stock Exchange, the American Stock Exchange and NASDAQ. In addition to representing companies listed on the major exchanges, we also represent emerging growth companies that trade over-the-counter or on the NASDAQ small cap market. These companies engage in many alternative public offering transactions, such as reverse mergers, private investment in public equity (PIPEs), special purpose acquisition corporations (SPACs) and others.

For companies which are already publicly traded, we frequently give advice regarding compliance with Regulation FD, including the timing, form and content of proposed press releases and other public communications, and we review and comment (and, if requested, prepare) all periodic and other filings with the Securities and Exchange Commission (SEC), such as Forms 10-K, 10-Q and 8-K, as well as proxy statements and scripts for annual meetings. We also evaluate requests by stockholders for inclusion of their proposals in proxy materials and counsel clients with respect to appropriate responses to unsolicited purchase offers and proxy contests.

We assist public clients in designing and implementing corporate governance policies (including whistle blower programs), stock repurchase programs, employee stock option plans and other equity incentive plans, and help them in keeping the required records of plan documents used as the “prospectus” required to be provided to employees regarding employee benefit plans.

We counsel directors and officers regularly on their fiduciary responsibilities to public stockholders. We also advise them on their liabilities under short-swing profit rules (§16), providing periodic reminders of their obligations to file forms relating to their sale and purchase of company stock and their dispositions of restricted shares in the public markets (Rule 144).