

## WE REPRESENT COMPANIES OR ISSUERS, PLACEMENT AGENTS, INVESTMENT BANKS, DIRECTORS, OFFICERS, CONSULTANTS, SHAREHOLDERS AND INDUSTRY SERVICE PROVIDERS IN A WIDE RANGE OF SECURITIES MATTERS.

### TRANSACTIONS

#### Securities Act of 1933 Transactions

##### Private Placements

We advise issuers and placement agents in SEC Regulation D private placements, including on-line accredited investor, and JOBS Act Crowdfunding, and PIPES (private investment in public equity securities) offerings. We counsel on compliance with federal and state (“blue sky”) laws and regulations.

We advise on transaction structure and prepare:

- Advise on transaction structure
- Private placement memorandums (PPM)
- Accredited Investor Questionnaires
- Subscription Agreements
- Regulation Form D Notices and state notifications for filing with SEC and state regulatory authorities

##### Public Offerings

We represent companies seeking to access public markets in initial public offerings (IPOs), alternative public offerings (APOs – reverse merger in combination with simultaneous PIPE offering), direct public offerings, and crowdfunding (via fundraising websites / FINRA portals).

We are involved in aspects of corporate and business planning and structuring, including:

- Preparation of registration statements (Form S-1) and prospectuses
- Preparation of Regulation A/A+ offering circulars
- Negotiation of underwriting and placement arrangements
- Preparation of NASDAQ, OTC Markets and OTCBB applications.

### REGULATORY COMPLIANCE

#### Securities Exchange Act of 1934 Regulatory Compliance

- Prepare, file periodic reports with the SEC (Forms 10-K, 10-Q, 8-K)
- Draft stock incentive, stock option plans, related Form S-8 registration statements regarding employees, consultants
- Prepare Schedule 14A annual proxy statements, Schedule 14C information statements in compliance with proxy rules under the Securities Act of 1933
- Advise regarding compliance with SEC Regulation FD regarding fair disclosure of information to the public
- Counsel regarding compliance with insider trading restrictions
- Draft Form S-4 mergers and acquisitions registration statements
- Advise on Dodd-Frank Act and Sarbanes-Oxley Act compliance matters.

#### Control; Restricted Securities Transactions

- Prepare SEC filings for officers and directors, investors (Forms 3, 4, 5 – Section 16 of the Exchange Act; Forms 13D and 13G – Section 13 of the Exchange Act

#### Corporate Governance

- Advise regarding establishment of audit, nominating, compensation committees
- Draft committee charters
- Prepare ethics codes; insider trading policies

#### Secondary Trading Markets Listing; Qualification

- Prepare issuer qualification applications for Nasdaq, OTC Markets tiers and OTCBB Form 15c2-11 application with FINRA through a market maker.

#### Investment Advisers

- Represent Registered Investment Advisers in Investment Advisers Act of 1940 registration and compliance matters before the U.S. Securities and Exchange Commission (SEC) and state regulatory authorities.
- SEC, State, FINRA Enforcement; Arbitration.
- Represent issuers, directors and officers, and broker-dealers and registered representatives before the SEC, Financial Institutions Regulatory Authority (FINRA), and state agencies in examinations, investigations and enforcement actions, and in FINRA arbitrations.

## YOUR BENEFITS

We have substantial experience in securities law matters in a range of industries. We take a macro view of our clients' requirements and are proactive in finding innovative solutions to difficult issues.

Tevislaw provides a range of Securities, Technology, Business and Franchise law transactional, IP prosecution and compliance services. For more information about the services, please visit [tevislaw.com](https://www.tevislaw.com).