

OUR PRACTICE

Securities

Baker Donelson represents companies in connection with securities law compliance, reporting, mergers and acquisitions, public and private offerings (both debt and equity) and a wide variety of related matters governed by federal and state securities laws.

We develop in-depth knowledge of our clients' businesses and industries so that we can respond promptly, expertly and effectively to their legal needs.

Among the lawyers on our team, their depth of experience in-house allows us to go beyond technical compliance with securities laws and identify best practices and practical business solutions.

Securities law compliance. A central part of our securities representation is advising our clients on the applicable requirements of the Securities Exchange Act of 1934, the rules and regulations of the Securities and Exchange Commission (SEC) and the listing standards of the NYSE and NASDAQ. We closely monitor and keep our clients updated on important changes in the federal securities laws, such as the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act and related SEC rules.

Reporting. Our team works with public and privately held companies to prepare the various reports and documents they must file with the SEC, including quarterly reports on Form 10-Q, annual reports on Form 10-K, current reports on Form 8-K, proxy statements and annual reports to stockholders. We prepare or review the Section 16(a) reports on Forms 3, 4 and 5 that directors, officers and significant stockholders of public companies are required to file with the SEC with respect to their ownership of securities. We also assist clients with Environmental, Social, Governance (ESG) disclosures and reporting obligations.

Mergers, acquisitions and other transactions. Working alongside the Firm's mergers and acquisitions team, our securities lawyers advise on the securities law implications of business acquisitions, dispositions, joint ventures, going-private and other transactions as well as anti-takeover defenses. We coordinate teams of professionals – lawyers in our firm, as well as investment bankers, accountants and personnel from our client's company, including tax and human resources departments – to address due diligence requirements.

Legal opinions. Lawyers on our team draft and render legal opinions relating to transfers of restricted securities by the stockholders of public companies.

Industries. Clients from a variety of industries rely on Baker Donelson for public companies counsel. We have notably deep experience serving clients in the pharmaceutical, home-health hospice, community bank and REIT industries.



Case Studies

- Community Healthcare Trust Incorporated - Equity Transaction
- NN, Inc. - Equity Transaction
- NN, Inc. - Debt Transaction
- Fidelity Southern Corporation - Debt Transaction



Representative Matters

- Represented a publicly traded financial institution in over 20 acquisitions of other financial institutions and in a \$300 million sale of its credit card portfolio.
- Represented a wholly owned subsidiary of a publicly traded corporation in connection with the acquisition of various metals recycling facilities throughout the Southeast, with the aggregate purchase price exceeding \$32 million.
- Conducted due diligence related to an IPO for a pharmaceutical company, on pharmacy benefit management company agreements and on the sale of a pharmaceutical product from one pharmaceutical company to another.
- Represented a publicly traded real estate investment trust in obtaining \$100 million credit facility from numerous participant lenders.
- Represented a borrower in multi-billion dollar lending arrangements with U.S. Department of Energy.
- Represented a publicly traded company in the hospitality industry in the \$45 million divestiture of certain assets to a privately held affiliate.
- Tennessee counsel to a Fortune 500 NYSE public company in connection with the refinancing of its \$1.25 billion credit facility.
- Public oil and gas company in connection with its \$50 million debt recapitalization.
- Community Healthcare Trust (NYSE:CHCT) in its \$145 million initial public offering.