

Securities

Cozen O'Connor works closely with public and private companies, underwriters, and investors to execute securities transactions and fulfill the requirements for participation in U.S. capital markets. Our team is known for identifying tailored and efficient strategies for capital formation.

Securities Transactions

- Initial public offerings (IPOs) and stock exchange listings
- Alternative public offerings (APOs), including reverse mergers, self-filings, and direct listings
- At-the-market offerings (ATMs), equity line offerings, and follow-on equity and debt offerings
- Private placements, private investment in public equity (PIPEs), and Rule 144A/Regulation S offerings
- Senior, subordinated, secured, and unsecured debt offerings
- High-yield and investment-grade debt offerings

Securities Compliance

- All U.S. federal and state securities laws, stock exchange rules, and FINRA requirements
- Periodic reports and other federal securities law reporting matters
- Proxy statements, consent solicitations, and shareholder proposals
- Response to SEC comment letters
- Section 16 and Section 13 reporting obligations
- No-action letter and other rule interpretive guidance

Full-Service Business Counsel

- Nearly 200 corporate attorneys across the country
- Leading Mergers & Acquisitions Practice
- Experienced securities litigation and SEC enforcement team

Cozen O'Connor differentiates itself, in part, by allowing senior partners to actually practice law and rejecting the high-leverage staffing model common to so many large firms. With veteran securities lawyers providing hands-on counsel, our clients get the right answer the first time.

The firm's Securities Practice is also unusual in its focus on small- to mid-cap public companies and regional brokers. These so-called "middle market" firms are growing faster and attracting more capital than any other segment of the U.S. economy. We believe dynamic mid-tier companies need securities lawyers who see their potential, understand their challenges and are committed to their long-term success.

Experience

Underwriter's counsel to WallachBeth Capital, LLC and Network1 Financial Securities, Inc., acting as co-book running managers for \$5.2 million initial public offering of common stock of AzurRX BioPharma, Inc.

Underwriter's counsel to JMP Securities, LLC, acting as placement agent for equity distribution at-the-market offering for Western Asset Mortgage Capital Corporation.

Underwriter's counsel to JMP Securities, LLC, acting as placement agent for equity distribution at-the-market offering for Five Oaks Investment Corp.

Underwriter's counsel to JMP Securities, LLC, acting as sole book-running manager for \$100 million



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Related Practice Areas

- Business/Corporate
- China Practice
- Corporate
- EB-5 Immigrant Investor Program Services and Compliance
- International
- Mergers & Acquisitions
- Securities Litigation & SEC Enforcement

Industry Sectors

- Venture Capital

convertible senior note offering for Western Asset Mortgage Capital Corporation.

Underwriter's counsel to Boening & Scattergood, Inc., acting as sole book-running manager (with American Capital Partners, LLC and Joseph Gunnar & Co., LLC acting as co-managers) in connection with an underwritten public offering by 1347 Property Insurance Holdings, Inc. of its 8% Cumulative Preferred Stock, Series A.

Underwriter's counsel to Alexander Capital, L.P., acting as lead managing selling agent for \$6.5 million Regulation A+ initial public offering of common stock of Xspand Products Labs, Inc.

Represented a global provider of brand solutions, memorialization products, and industrial products in its Rule 144A and Regulation S \$300 million senior notes offering. This transaction drew on the experience of the firm's corporate, tax, and employee benefits and executive compensation attorneys.

Served as underwriter's counsel to JMP Securities LLC in a follow-on public offering for Five Oaks Investment Corporation.

Served as underwriters' counsel to WallachBeth Capital, LLC and Network 1 Financial Securities, Inc. in the initial public offering of Co-Diagnostics, Inc.

Represented public company in instituting a commercial paper program.

Represented public companies in negotiating lines of credit with total aggregate amount in excess of \$700 million.

Represented public companies in the drafting or reviewing disclosures (Forms 10-K, 10-Q, 8-K; proxy statements, etc.).

Represented public company in multiple issuances of debt securities with an aggregate purchase price of about \$500 million.

Represented the joint venture of a public company in the purchase of a steam plant for more than \$50 million.

Represented joint venture of a public company in the sale of a heating and cooling facility with a purchase price of approximately \$190 million.

Handled the sale of \$30 million trust preferred securities of Florida Banks, Inc. in three separate offerings.

Handled the sale of \$7 million of preferred stock of Florida Banks, Inc.

Handled the \$10 million private placement of common stock for Bancshares of Florida, Inc. (NASDAQ).

Represented several individual clients who purchased a large amount of auction rate securities (ARS). Subsequently, when the credit crunch hit and the ARS market seized up, our clients were left with sizable illiquid assets. Previous ARS claims had been framed as standard securities frauds. Our litigators devised a strategy to file common law claims alleging negligent misrepresentation, breach of fiduciary duty and unfair trade practices. The claims survived a motion to dismiss and a motion for summary judgment. Shortly after the start of the trial, the case settled to our clients' satisfaction.

Represented the issuer in connection with a private placement of \$10 million of preferred stock. The issuer is in business services. The funds were used for an acquisition and working capital.

Represented investment bankers in a \$115 million initial public offering of stock for the Shanghai Century Acquisition Corp.
