Capital Markets and Securities

Practices and Industries

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The Haynes Boone Capital Markets and Securities lawyers deliver strategic solutions and provide comprehensive advice on a full range of securities transactions and reporting matters. We have helped companies raise capital and comply with evolving securities laws and practices for more than four decades. We are securities counsel to more than 40 public companies ranging in size from small cap companies to large cap, multi-national business entities.

We represent clients traded on all of the major U.S. securities exchanges, the “over-the-counter” markets, and many foreign markets such as the London Stock Exchange Alternate Investment Market (AIM), the Toronto Stock Exchange and the Tel Aviv Stock Exchange. In addition to public companies, we also represent investment banks as underwriters and placement agents in capital markets transactions. While our clients span a broad range of industries, we have significant experience in the technology, life sciences, financial and banking, energy, manufacturing, hospitality and transportation industries.

Our cross-border work is supported by our offices in London, Mexico City and Shanghai. Our team is adept at advising clients with regard to cross-border regulations. We represent multinational companies, investors, issuers, and investment banks/financial intermediaries in financing transactions, including equity and debt public offerings and cross-border private placements.

Capital Markets

We assist both U.S. and foreign companies and investment banks with an array of securities transactions, including:

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- Initial public offerings
- Alternative public offerings, including reverse mergers, self-filings and direct listings
- SPACs
- De-SPAC transactions
- Follow-on public equity and debt offerings
- Registered and Rule 144A high yield, investment grade and convertible debt offerings
- Shelf registration statements and takedowns
- Secondary offerings
- Rights offerings
- Registered direct offerings
- Private placements
- Exchange offers
- Equity and debt tender offers
- EMTN and MTN programs
- Third party environmental, social and governance (ESG)
- Consent solicitations
- PIPE transactions
- Dual listings
- Offerings on the AIM, under the Multi-Jurisdictional Disclosure System with Canada, and other international transactions
- MLP and royalty trust transactions
- Structured products and hybrid securities
- Listings on national securities exchanges
- Up-C transactions

Periodic Reporting and Compliance

Through our role as outside securities counsel, we have developed considerable in-depth and up-to-date experience in representing clients in their periodic reporting, public disclosure and Securities Exchange Act compliance issues. We regularly counsel our clients on the following issues:

- Annual, quarterly and other periodic reports
- Proxy statements and shareholder proposals
- Press releases and analyst presentations
- Responses to SEC comment letters
- Sections 13 and 16 reporting and compliance
- Initial and continued listing standards of the securities exchanges
- Complex issues dealing with acquired company financial statements, restatements of financial statements, and proxy contests

Corporate Governance

We advise boards of directors, audit committees, compensation committees, and committees of independent directors on a broad range of governance and transactional matters as well as “best practices” to meet the high standards expected of members of a public company board of directors. Our public company board representation includes advice on:

- Director fiduciary duties, including conflict of interest transactions, going private transactions, proxy contests and other merger and acquisition transactions
- Board and committee structure

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- Governance programs and policies
- Implementing compensation programs and agreements
- Sarbanes-Oxley and the Dodd-Frank Act compliance
- Internal and external investigations
- Structure and fairness of MBO, LBO and other major corporate transactions

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