

Investment Banking and Broker Dealer

Practices and Industries

PRIMARY CONTACTS

Daren R. Domina

+1 212.659.4963

Madelyn Calabrese

+1 212.659.4997

Investment Banking and Broker Dealer

The Haynes and Boone Investment Banking and Broker-Dealer Practice Group combines the experience of several practice areas to provide comprehensive legal services to our broker-dealer and investment banking clients. We represent national, international and regional investment banking firms, full service broker-dealers, as well as investment advisory firms in transactional, litigation and regulatory matters. Our Investment Banking and Broker-Dealer Group utilizes a multi-disciplinary approach to address our clients' needs. Our attorneys have experience and provide our clients with services in the following areas:

Transactional

- Public Offerings
 - Traditional initial public offerings
 - Secondary offerings
 - Shelf takedowns
- Registered direct offerings
- Private Capital Raising Activities
 - Regulation D private offerings
 - PIPEs (private placement in public equities)
- Private Equity offerings
- SPACs (special purpose acquisition companies) public offerings
- Reverse Mergers and Alternative Public Offerings
- 144A offerings
- Mergers and acquisition advisory roles
- Sales practice and trading guidance
- Restricted stock portfolio lending

Regulatory and Compliance

- SEC, FINRA and SRO inquiries, audits and examinations
- Development of policies and procedures

- Sales, trading and market making issues including Regulation M compliance, mark-up and mark-down issues, revenue-sharing, best execution, and SEC Rule 10b-10 confirmation disclosure, customer order handling and order execution
- Research services and soft dollar arrangements
- Advertising and communications with the public, including website review
- Anti-money laundering procedures
- Employment issues, including Forms U-4 and U-5 disclosure requirements
- Preparation, review and negotiation of agreements, including clearing, employment, consulting and vendor agreements
- Broker-dealer formation including SRO membership application process as well as expansion of business activity
- Development of new securities products and services
- Obtaining interpretive letters and “no-action” relief concerning novel securities issues
- Registration obligations and exemptions and exclusions from U.S. state or federal broker-dealer registration for domestic and foreign entities
- Permissible activities of finders and consultants
- General advice regarding Securities Act and Securities and Exchange Act and state regulatory compliance
- FINRA Corporate Finance

Regulatory Investigations and Enforcement

- Regulatory matters before the SEC, FINRA, SROs and state regulators
 - Formal and informal investigations
 - Enforcement defense in matters involving fraud and sales practice violations, anti-money laundering violations, market timing and late trading, etc.
- Defense of criminal securities matters in state and federal jurisdictions
- Internal investigations related to corporate governance and regulatory matters

Litigation and Arbitration

- State and federal court litigation including class actions, employment related claims, raiding and recruiting cases not subject to mandatory arbitration
- Customer and industry disputes, including arbitrations before NYSE, NASD, and FINRA involving claims involving conduct rule violations, unsuitability, churning, fraud, deceptive trade practices, breach of fiduciary duty, margin use and disclosure, unregistered securities, failure to supervise and negligent supervision, failure to execute, research-based claims, market manipulation, product claims, breach of contract, violations of state securities laws such as the Texas Securities Act, and violations of the federal securities laws including Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5
- Broker-dealer employment related arbitrations and internal investigations in all aspects of employment disputes in the securities industry including matters involving recruiting, non-compete agreements, employment discrimination, sexual harassment, U-4 and U-5 disputes, compensation, commission agreements, deferred compensation plans, wrongful termination, defamation, libel, and slander