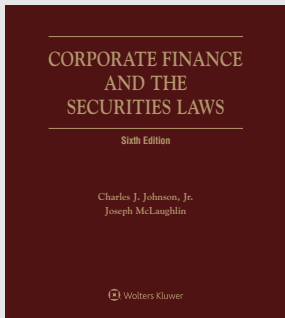


Corporate Finance and the Securities Laws, Sixth Edition



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Key Objectives

- Identify potential problems before financing transactions are set in motion, with heads-up input on prohibited practices, potential liabilities, conflicts of interest, due diligence concerns and other red-flag issues.
- Shepherd transactions through the regulatory landscape with a clear understanding of relevant statutes and rules and their application to real life situations.
- Know what to do when securities law problems arise – and find clear answers to the questions that arise in the course of a deal.
- Close deals in a timely manner and work shoulder to shoulder with clients to accomplish their corporate finance objectives.

Selected Highlights of the 2020 Update

- Covid-19 pandemic and the capital markets (see § 1.01)
- Recent trends in IPOs (see § 3.01)
- “Grundfest clauses” upheld by Delaware Supreme Court (see § 3.03[F])
- Corp Fin’s “disclosure effectiveness initiative” and 2020 revision of S-K requirements relating to description of business, legal proceedings and risk factors (see § 3.04[B][2] and [C])
- Direct listings, NYSE rule proposals and effect on Section 11 liabilities (see § 3A.06 and 10 and § 5.02[A][1])
- Rebutting the Basic presumption at the class certification stage (see § 5.02[C])
- FINRA adoption of 2020 amendments to Corporate Financing Rule (see § 6.01)
- FINRA adoption of 2019 amendments to Rules 5130 and 5131 (see § 6.04)
- SEC’s private placement proposals in March 2020 (see § 7.04[A][2]), including new framework for analyzing “integration” (see § 7.04[I])
- SEC adoption in 2020 of new definitions of “accredited investor” and “qualified institutional buyer” (see § 7.04[B] and § 7.05[A])
- Federal Reserve support for the corporate bond market as a result of Covid-19 (see § 8.01[C])
- Legislative and regulatory initiatives regarding non-U.S. companies from jurisdictions that do not permit PCAOB access to audit papers (see § 9.03[G][1])
- 2020 amendments to FDIC safe harbor rule for ABS (see § 14.01[D])

About the Authors

Charles J. Johnson, Jr. The late Charles J. Johnson Jr. served as the head of corporate and securities practice at Brown & Wood and authored the first edition of *Corporate Finance and the Securities Laws*.

Joseph McLaughlin is a retired partner of Sidley Austin LLP in New York City, where he spent many years as a partner. A graduate of Columbia College and Columbia Law School, he was also a Jervy Fellow of the Parker School of Foreign and Comparative Law at Columbia Law School and did post-graduate work at the University of Munich. He practiced with Sullivan & Cromwell, where he worked on a wide variety of securities transactions.

Mr. McLaughlin became general counsel of Goldman, Sachs & Co. in 1976. He worked closely for many years with the firm’s investment banking departments, as well as with its equity and fixed-income research, sales and trading areas. He was active in securities industry matters, including the Federal Regulation Committee of the Securities Industry Association, the Corporate Financing Committee of the National Association of Securities Dealers, Inc. and the Legal Advisory Committee of the New York Stock Exchange, Inc. During this period and his subsequent practice, Mr. McLaughlin contributed to industry and SEC initiatives involving underwriters’ liabilities, shelf registration, securities offerings in the United States by foreign private issuers, securities research, trading practices, short sales, the net capital rule and margin regulations. Many of these subjects are discussed in this book.

Anna T. Pinedo is a partner and co-leader of Mayer Brown’s Global Capital Markets practice. She focuses on securities and derivatives matters, representing issuers, investment banks/financial intermediaries and investors in financing transactions, including public offerings and private placements of equity and debt securities, as well as structured notes and other hybrid and structured products.

Anna is considered a leading lawyer by Chambers & Partners, IFLR1000, and the Legal 500. She is listed in Euromoney’s Expert Guides for Capital Markets; Structured Finance and Securitisation; and Women in Business Law. She is included in Euromoney’s Best of the Best USA Expert Guide as one of the top 30 capital markets and structured finance and securitisation practitioners in the US, and in IFLR1000’s Women Leaders Guide.

She is a prolific author. Among other works, she is co-author of *JOBS Act Quick Start* (International Financial Law Review), co-author of *Structuring Liability Management Transactions* (International Financial Law Review), co-author of *Covered Bonds Handbook* (Practising Law Institute); co-author of the treatise *Exempt and Hybrid Securities Offerings* (Practising Law Institute); and co-author of *BNA Tax and Accounting Portfolio: SEC Reporting Issues for Foreign Private Issuers* (Bloomberg BNA). Anna is the editor of Mayer Brown’s blog, *Free Writings & Perspectives*, which focuses on securities and capital formation. She is an adjunct professor at the George Washington University Law School, and is active in the American Bar Association’s Federal Regulation of Securities Law Committee, contributing to numerous comment letters on SEC proposed rulemakings.

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