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SECURITIES AND CAPITAL MARKETS

Expertise, Service and Value

- We have accumulated substantial experience in the areas of securities compliance, disclosure and transactions.
- We believe our clients appreciate our direct approach to providing sophisticated legal counsel, with emphasis on keeping current, efficiency, value and responsiveness.

A BROAD SPECTRUM OF SERVICE

Rogers & Hardin attorneys advise public and private company clients regarding securities compliance and disclosure, as well as structuring, negotiating and executing capital raising and securities-related M&A transactions. We counsel our clients in a broad range of securities transactions, including:

- Initial, follow-on and secondary public offerings of equity and debt securities;
- Shelf registrations and take-downs;
- Private placements of equity and debt securities, including PIPEs and Rule 144A offerings;
- Municipal industrial revenue bond financings;
- Exchange offers;
- Tender offers and issuer self-tenders;
- Going-private transactions; and
- Securities-related merger and acquisition transactions.

In addition, we regularly advise our clients regarding compliance with state and federal securities law and regulations, including insider trading rules and beneficial ownership reporting requirements, periodic filings and other reporting obligations, proxy statement requirements, shareholder meeting planning and proposals, and corporate communications and general public disclosure issues, as well as compliance with securities exchange requirements, other regulatory requirements and corporate governance matters.

Our clients include public and private company issuers, underwriters, placement agents, selling security holders, investors, boards of directors, board committees, officers, directors and market professionals, such as broker-dealers, investment advisors, fund managers and hedge funds.

A FOCUS ON STAYING CURRENT

The securities regulatory framework is complex and constantly changing. We are

committed to staying abreast of securities law developments and rule changes, keeping our clients informed of these developments and changes, and preparing our clients for compliance.

OUR UNIQUE AND EFFICIENT STAFFING MODEL

We take pride in providing the sophisticated legal counsel of a large law firm for our clients' securities' matters, using small teams of lawyers having the right skill sets and led by partners who are regularly recognized in *Chambers USA*, *The Best Lawyers in America*, *Georgia SuperLawyers* and other leading professional authorities. We focus on efficiently achieving client goals at a reasonable cost, without inefficient leverage, and with 24/7 responsiveness and commitment.

REPRESENTATIVE PROJECTS AND TRANSACTIONS

- Represented an NYSE-listed financial services company in connection with its initial public offering
- Represented a NASDAQ-listed company in a follow-on public offering
- Represented a NASDAQ-listed telecommunications companies in multiple private placements, raising in excess of \$150,000,000
- Represented a NASDAQ-listed contract guard security company in connection with its initial public offering
- Ongoing securities counsel representation of NASDAQ and NYSE-listed companies
- Assist public and private companies in drafting offering memorandums and related documents for private placements
- Assist public companies with their periodic reporting requirements under the Securities Exchange Act of 1934, including reports on Forms 10-Q, 10-K and 8-K
- Assist public companies in planning their annual and special shareholders' meetings, preparing their proxy statements and responding to shareholder proposals
- Assist public and private companies in preparing and updating their securities-related compensation plans, including omnibus incentive plans, and in formulating related executive compensation arrangements
- Advise public companies on the possibility of "going dark" and "going private," and assist them in pursuing these alternatives
- Assist clients in responding to formal and informal inquiries and investigations regarding trading, disclosure, compliance, and other activities from the Securities and Exchange Commission, Financial Industry Regulatory Authority and other self-regulatory organizations
- Advise public companies with public disclosure issues and ongoing securities compliance



- Advise and assist affiliates of public companies with reporting requirements under Section 13(d) and Section 16 of the Exchange Act of 1934, avoiding liability under Section 16's "short swing profit" rules, resales of restricted stock under Rules 144 and 145 of the Securities Act of 1933, and implementation of Rule 10b-5 trading plans

NEWS

- Rogers & Hardin Assists Ameris Bancorp with Private Placement of Common Stock

RECOGNITIONS

- U.S. News - Best Lawyers® "Best Law Firms" Recognizes Rogers & Hardin