

Stone Pigman's Securities Law Practice Group assists public and private companies in complying with the federal and state securities laws when raising needed capital and making required reports. We also assist corporate and private investors in protecting their rights when investing capital. Members of this practice group have the knowledge and experience required to provide the high-quality level of representation demanded by public companies, growing private companies, venture capitalists, angel investors, and other market participants.

The attorneys in our Securities Law Practice Group routinely advise on securities issues specific to public companies and assist with preparing and filing annual, quarterly and current Exchange Act reports (10-Ks, 10-Qs, and 8-Ks), proxy statements, and other SEC filings, including forms for reporting ownership of or transactions in public securities (such as Schedules 13D and 13G, Forms 3, 4, and 5, and Form 144).

Our attorneys also frequently advise private company clients and assist them with preparing private placement memoranda, subscription agreements, and related private offering materials, as well as with complying with Regulation D and preparing and filing Form D. We have assisted various types of private companies in raising capital, ranging from hedge funds to start-up companies.

We also have assisted insurance companies, private equity firms, venture capitalists, angel investors, and others in making investments in a variety of companies, including firms engaged in oil and gas exploration, medical device development, software development, and other ventures. Our assistance often involves performance of due diligence work and negotiation of stock or note purchase agreements, investor rights agreements, and other related agreements.

Our approach is to develop a thorough understanding of our client's business and objectives so that we can better advise you, as well as to help ensure that any disclosure documents are accurate and complete. We use a team approach and work closely with colleagues in other practice groups, such as corporate, tax, environmental law, oil and gas, real estate, intellectual property, and any other areas in which our clients have significant operations or legal needs.

Some recent representative matters this Practice Group has handled include:

- Represented a NASDAQ-listed public company in preparing and filing annual, quarterly and current Exchange Act reports, proxy statements, and other SEC filings, including forms for reporting ownership of or transactions in public securities.
- Represented automated meter-reading technology company in raising capital from venture capitalist, including negotiation of a membership unit purchase agreement, investor rights agreement, LLC operating agreement, and warrant agreement.
- Represented early-stage medical device technology company in raising capital from investors, including preparation of private placement memorandum and subscription agreements and filing of Form D.
- Represented an early-stage luxury toothpaste company in raising capital from select group of individual angel investors, including preparation of private placement memorandum and subscription agreements and filing of Form D.

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- Represented an insurance company in investing capital in an oil and gas exploration company, including extensive due diligence and negotiation of stock purchase agreement and related documents.
- Represented angel investors in investing capital in start-up software company, including drafting and negotiation of convertible notes purchase agreement, investors' rights agreement, new operating agreement, and other related agreements.
- Represented angel investor in reviewing stock purchase agreement, investors' rights agreement, operating agreement, co-sale agreement, and related documents with respect to a possible investment in a pharmaceutical company.