

Capital Markets

Market volatility, regulatory changes and political uncertainty present many challenges in the capital markets today. Clients raising capital benefit from working with a law firm that delivers in-depth securities knowledge, innovation and the highest standards of professionalism. ZAG-S&W is that firm.

A roster of domestic and international clients regularly instructs our Corporate and Capital Markets Groups, among them publicly traded and privately owned businesses, boards of directors, shareholders, investors, banks, other financial institutions, and many more.

We advise clients on the full range of capital markets, securities and corporate governance matters, supporting them on mergers and acquisitions, commercial agreements, reporting and compliance, private placements and public offerings (IPOs and follow-on) as well as dealings with the Israel Securities Authority and other relevant agencies. During the past year, for example, we represented many issuers and underwriters in IPOs and other equity offerings in many industries, including biotechnology and high-tech.

Our lawyers excel in the quick turnaround of financial transactions, and through our joint venture with U.S. firm Sullivan & Worcester, we are uniquely positioned to deliver comprehensive, timely and first-rate service. This seamless collaboration helps clients to close their transactions smoothly and effectively.

[Public Company Compliance Manual for Israeli Companies \(PDF\)](#)

Representative Client Work- U. S. A

Securities

- Represented issuers or underwriters in four IPOs in the past year in the biotechnology and technology industries
- Represented office, government properties, senior living and hotel REITs in raising tens of billions of dollars in public and 144A offerings of common equity, straight and convertible preferred equity and senior and convertible debt
- Provided ongoing disclosure, governance and listing advice to Iron Mountain Incorporated, including public and 144A offerings and securities and governance issues surrounding possible conversion to a REIT
- Facilitated senior subordinated debt placements denominated in British Pounds Sterling (GPB), Canadian dollars (CAD) and Euro (EUR) for a U.S. public company; provided ongoing disclosure, corporate governance and stock exchange listing advice for same public client
- Represented a public senior living community operator in a convertible note offering
- Represented lead underwriter in several follow-on public equity offerings by a biotech company
- Represented various companies in self-tender offers for outstanding notes
- Represented a private financial services firm in a \$700 million 144A debt offering
- Represented a foreign software company in an acquisition and a going private transaction involving U.S. software company
- Represented a REIT in an acquisition and public spinoff of a travel center company

- Represented a biotech company in multiple “registered direct” offerings of common stock and warrants
- Represented a medical devices company traded on the Tel Aviv Stock Exchange in its ADR listing on NASDAQ followed by a \$47 million public offering
- Represented software and technology companies in equity and convertible note PIPEs
- Assisted a financial services company in switching its listing from NASDAQ to NYSE
- Represented companies whose shares were quoted on the OTC markets with uplisting to Nasdaq

Corporate Governance

- Ensured observance of Sarbanes-Oxley Act requirements and stock exchange listing standards
- Advised on financing alternatives under the JOBS Act
- Developed compliance charters, policies and procedures
- Counseled board committees and independent directors
- Offered guidance on procedures for and responses to whistleblower allegations
- Advised on adoption of executive compensation “clawback” policy
- Facilitated development and oversight of executive compensation plans
- Developed disclosure and social media policies
- Counseled officers and directors on fiduciary duties

and state law governance practices

Representative Client Work- Israel

Securities

- Represent a public biotech company traded on the Tel Aviv Stock Exchange, raised public capital of NIS 9,200,000.
- Represented several biotech companies in publishing a prospectus in Israel, which allows the company to raise money under the same issue in the US and Israel as a dual company.
- Also the firm accompanied companies in a public offering on the Tel Aviv Stock Exchange.
- Represented company in a share purchase agreement with private investors.
- Represented a company in four different Public Offerings at an aggregate amount of 4\$ Million.
- Represented a company in raising capital through a private placement to several investors.
- Represented a large number of Israeli companies listed on the NASDAQ.
- Represented an automotive company in regulatory process.
- Represented a biotech company in a Series A financing.
- Represented a pharmaceutical company in a Reverse IPO.
- Represented a company in acquisition on a private Israeli company, acquiring a company un exchange for equity in another company.
- Represented several Hi- tech company in prospectus supplement which was filed with the SEC prior to the

consummation of the public offering.

- Represented a Hi-tech company in a public offering of ADS.
- Represented several Lead Placement Agents, underwriter counsels and private investors.

For further information about our Capital Markets practice, please visit our website at www.zag-sw.com or contact:

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