



Securities and Capital Markets

Key Contacts

David P. McHugh
Chicago
312.258.5668
dmchugh@schiffhardin.com

Robert J. Minkus
Chicago
312.258.5584
rminkus@schiffhardin.com

Jason L. Zgliniec
Chicago
312.258.5795
jzgliniec@schiffhardin.com

Overview

Competing in a Global Marketplace

Our Securities and Capital Markets team provides public companies across the United States with the full range of services they need to succeed in an increasingly global marketplace.

We take the time to get to know our clients and understand their businesses and their industries – so that we can provide targeted strategic advice on an extensive range of securities and capital markets offerings.

A Diverse Group of Clients

Public companies from major industries such as banking, energy, consumer goods, aviation services, telecommunications, insurance, and manufacturing turn to us for the guidance they need to compete successfully in a fast-paced market environment.

We represent public companies of all sizes, including a number of Fortune 500 companies. Our extensive experience with securities matters enables us to provide timely tailored and creative solutions that address the individual needs of each client.

Well-versed in the nuances of the evolving securities and capital markets landscape, we work closely with companies, boards of directors, board committees, individual directors and officers, and institutional investors to help them quickly, effectively and efficiently address the varied legal, regulatory and corporate governance challenges that they may face.

Comprehensive Services

Our comprehensive services for public companies include everything from acting as their outside counsel for day-to-day business matters to providing more specialized advice on matters arising under federal and state securities laws. We regularly counsel clients on:

Public offerings, private placements and Rule 144A offerings

- Issuances of equity, debt, and hybrid securities
- Initial public offerings
- Compliance with Securities and Exchange Commission filing and disclosure rules

Corporate disclosure and compliance obligations

- Periodic reporting under the Securities Exchange Act of 1934, including counseling on preparation and filing of Form 10-K, 10-Q, 8-K, 11-K and other reports
- Proxy statement disclosures, shareholder proposals and annual meeting matters

- Beneficial ownership reporting under Section 13 of the Securities Exchange Act of 1934
- Short-swing profits and beneficial ownership reporting under Section 16 of the Securities Exchange Act of 1934
- Insider trading under Rule 10b-5 and trading plans under Rule 10b5-1
- Dodd-Frank Act
- Sarbanes-Oxley Act
- Stock exchange listing standards

Corporate governance and related "best practices"

- Directors' duties and responsibilities
- Board corporate governance guidelines and board committee charters
- Corporate codes of conduct, conflicts of interest and related party transaction policies
- Executive and director compensation practices
- Internal investigations and crisis management
- Takeover protections
- Shareholder rights plans

Corporate transactions

- Mergers and acquisitions
- Proxy contests, tender offers, exchange offers, and contests for corporate control
- Leveraged buyouts, management buyouts, and other private transactions

AWARDS & HONORS

- **National Tier 1 Ranking (2021)**
U.S. News – Best Lawyers® "Best Law Firms"
- **Top 10 Placement Agent Law Firms**
PrivateRaise
- **Metropolitan Tier 3 Ranking**
U.S. News & World Report's U.S. News – Best Lawyers "Best Law Firms" (2014)
- **National Tier 3 Ranking**
U.S. News & World Report's U.S. News – Best Lawyers "Best Law Firms" (2014)
- **Metropolitan Tier 1 Ranking**
U.S. News & World Report's U.S. News – Best Lawyers "Best Law Firms" (2013)
- **National Tier 3 Ranking**
U.S. News & World Report's U.S. News – Best Lawyers "Best Law Firms" (2013)
- **Metropolitan Tier 2 Ranking**
U.S. News & World Report's U.S. News – Best Lawyers "Best Law Firms" (2011/2012)
- **National Tier 3 Ranking**
U.S. News & World Report's U.S. News – Best Lawyers "Best Law Firms" (2011/2012)