



## Federal and State Securities Law Compliance

Many of our lawyers focus their practices on securities issues. We have broad experience in all aspects of securities law compliance – from corporate governance and compliance with federal and state securities laws to public and private securities offerings and transactions involving a wide range of business structures. We use that experience to assist our clients in navigating the increasingly complex, and constantly changing, regulatory framework imposed by the Securities and Exchange Commission (SEC) and securities exchanges, as well as by state corporate law and regulators. Because many of our clients are organized under Ohio and Delaware law, our lawyers have particular proficiency in the corporate and securities laws of those states.

### Securities Exchange Act of 1934

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Large and small publicly held companies seek our counsel on many different federal and state securities compliance and disclosure matters. We assist our public company clients in preparing their periodic and current reports required under the Securities Exchange Act of 1934 and provide counseling on proxy solicitations and shareholder communications. We regularly interact with representatives of the SEC and the securities exchanges regarding disclosure obligations and compliance with corporate governance standards. Our lawyers also advise our clients on the reporting and short-swing profit obligations of directors, officers, and significant shareholders, as well as on insider trading prohibitions.

### Public and Private Securities Offerings and Venture Capital

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We provide corporate finance and securities representation to public and private companies and investors in many industries, including retail, air transportation, manufacturing, insurance, consumer products, home building, information technology, restaurant, financial institutions, and energy. Our investor clients include private and angel investors, venture capital firms, and various lenders.

Our lawyers assist our clients with all types of securities

#### RELATED PRACTICES

- Bankruptcy and Creditors' Rights
- Employee Benefits and Executive Compensation
- Financial Institutions
- Government Relations
- Insurance
- Litigation
- Taxation

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## Federal and State Securities Law Compliance (continued)

transactions under the Securities Act of 1933 and Ohio state securities laws, including registered public offerings of equity and debt securities involving initial public offerings, secondary offerings, exchange offers and business combinations, private offerings of equity and debt securities by both public companies and privately held companies, and going private transactions.

Our securities practice is client-focused. We believe it is crucial to understand our clients' businesses and business needs so that we may provide efficient and timely securities representation that is responsive to those needs. We believe in providing first-class legal services that are carefully focused on our clients' goals.

Our lawyers have been involved in the following recent securities offerings and transactions, among others:

- We represented M/I Homes, Inc. in the offering of 4,000,000 depositary shares, each of which represented 1/1,000th of a Series A Preferred Share
- We advised Bob Evans Farms, Inc. in the private placement by its subsidiary BEF Holding Co., Inc. of \$190 million original principal amount of unsecured senior notes
- We represented Park National Corporation in the registration and issuance of 792,937 common shares, together with \$87.8 million in cash, in the merger with Vision Bancshares, Inc. and the registration and issuance of 86,137 common shares, together with \$9.052 million in cash, in the merger transaction involving the acquisition of Anderson Bank Company
- Our lawyers represented Worthington Industries, Inc. in the private placement of \$100 million aggregate principal amount of unsecured floating rate senior notes
- We advised The Scotts Miracle-Gro Company in its recent special dividend and recapitalization
- We acted as Ohio counsel to Retail Ventures, Inc. in its offering of \$125,000,000 aggregate principal amount of Premium Income Exchangeable Securities<sup>SM</sup>

## Federal and State Securities Law Compliance (continued)

- We served as Ohio counsel to a retail corporation in its offering of more than 15 million shares of common stock

Our public-reporting clients include the following companies: Abercrombie & Fitch Co., A. Schulman, Inc., Big Lots, Inc., Bob Evans Farms, Inc., Camco Financial Corporation, FirstMerit Corporation, M/I Homes, Inc., NB&T Financial Group, Inc., Ohio Valley Banc Corp., Park National Corporation, Peoples Bancorp Inc., Retail Ventures, Inc., The Scotts Miracle-Gro Company, Wendy's International, Inc., and Worthington Industries, Inc.