



Public Company Growth & Compliance



The Public Company Growth & Compliance (PCGC) Group is dedicated to serving the unique interrelated needs of publicly traded companies in such mission-critical areas as:

- Capital Markets & Finance
- Executive Compensation
- Governance, Risk & Compliance
- Mergers & Acquisitions and Joint Ventures
- Litigation & Investigations

Each member of the PCGC team understands the nuances and complexities of advising public companies in the context of SEC disclosure, shareholder liability, and business reputation concerns. We recognize that careful coordination among these specialized areas is essential to efficiently and effectively advising public companies. [Click here to visit our blog.](#)

REPRESENTATIVE EXPERIENCE

Capital Markets & Finance

The PCGC team advises public companies in capital markets and finance transactions across industries, providing strategic counsel on such financial transactions as:

- Equity offerings
- Investment grade and high yield debt offerings
- Convertible and hybrid security offerings
- Secured and unsecured credit facilities, including acquisition, term, letter of credit, liquidity facilities
- Commercial paper programs
- Working capital financing transactions
- Interest rate swap transactions and investment agreements
- Construction and real estate loans
- Tax-exempt financings through governmental conduits and structures

PCGC team members also have significant public finance experience representing issuers in the governmental, higher education, health care, and nonprofit sectors

Executive Compensation

The PCGC team has extensive experience representing public companies in all aspects of the planning,



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design, implementation, operation, and termination of public company employee benefit plans and executive compensation arrangements, including securities, ERISA, and tax considerations. Our experience includes:

- Retirement plans, including profit sharing and 401(k) plans, defined benefit and money purchase pension plans and Employee Stock Ownership Plans (ESOPs)
- Executive compensation programs such as non-qualified deferred compensation plans, performance-based incentive programs, and equity-based arrangements
- Equity-based compensation plans, including design and documentation, stockholder approval and proxy materials and employee communications
- Incentive and non-statutory stock options
- Restricted stock and restricted stock units
- Stock appreciation rights
- Phantom stock
- Employee stock purchase plans
- Annual and long-term incentive plans
- Health and welfare plans, including insured and self-insured group health plans, disability and life insurance plans and cafeteria plans
- Transactional and litigation issues that arise in connection with benefit programs

Governance, Risk & Compliance

The PCGC team regularly assists public companies with:

- All aspects of securities laws compliance and stock exchange listing requirements
- Responding to SEC inquiries
- Establishing and refreshing governance practices
- Risk programs and internal reporting, including board oversight
- Designing and implementing internal and external communications programs
- Advising boards and management on succession issues
- Shareholder activist campaigns and proxy battles



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Our team has experience in all aspects of federal and state securities and corporate law matters, including Exchange Act reporting, the Sarbanes-Oxley Act, the Dodd-Frank Act, stockholder rights plans and other anti-takeover matters, stockholder proposals and proxy contests, stock exchange listing requirements and Delaware and North Carolina corporate governance matters.

Mergers, Acquisitions & Joint Ventures

PCGC team members provide clients a wealth of experience across a broad range of business combinations and related activities, arming them with the resources to address shareholder litigation and activism. We work regularly with public companies across a number of industries, including health care, utilities, life sciences and biotechnology, manufacturing, energy, food and beverage, automotive, equipment rentals, and waste services and recycling.

In our role as public company transaction counsel, we have broad experience in all aspects of transaction execution, including:

- Shareholder approvals
- Securities Act filings
- Public announcements and related SEC reporting
- Pro forma financials
- Fairness opinions
- Integrated internal control reporting and certification

Litigation and Investigations

The PCGC team represents public company clients before state and federal trial courts, governmental agencies, and national and international arbitration panels throughout the Carolinas, the United States, and the world.

Investigations and Agency Enforcement

We regularly defend companies in connection with a variety of criminal allegations and investigations. We also assist clients with:

- Compliance initiatives or internal investigations related to SEC reporting
- U.S. banking laws and regulations
- Health care fraud (Stark and anti-kickback)
- Export control laws



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- Anti-corruption laws
- The False Claims Act

Litigation

In the commercial litigation context, the PCGC team represents public companies in contract disputes, financial services and securities litigation, trade secret litigation, and product liability defense, including leading large e-discovery projects.