



## Securities

Having advised individual decision makers and companies on matters ranging from venture capital investments to Securities and Exchange Commission filings, we provide private and publicly held clients the full range of services needed to handle securities-related endeavors of all kinds, from the common to the unique. The attorneys in our securities practice group also collaborate closely with colleagues in the firm whose expertise lies in working with specific industries, such as banking, construction, insurance and real estate, among others. As a result, our advice on securities matters specifically takes into account the distinctive business and legal environments within which our clients operate. This approach both bolsters our specific solutions and addresses related and longer-term concerns.

Our public company practice involves:

- Advising clients on various matters related to compliance with the Sarbanes-Oxley Act of 2002, corporate governance initiatives, and the rules and regulations of the national stock exchanges
- Assisting with filings of SEC documents
- Counseling clients with respect to insider trading restrictions, insider trading reporting and related issues
- Helping clients with initial public offerings
- Negotiating and structuring acquisitions and dispositions of stock and other instruments
- Preparing and implementing complex anti-takeover measures, such as shareholder rights plans
- Representing clients in a wide variety of securities-related transactions, from recapitalizations and restructurings to mergers, leveraged buy-outs, spin-offs and going private transactions
- Preparing and reviewing Securities and Exchange Commission reports, including 10-K and 10-Q reports among others, proxy materials, press releases and stock-based compensation plans, such as option plans, stock appreciation rights and stock purchase plans
- Serving as issuer's or underwriter's counsel in public offerings and private placement of securities

### Service Area Contact

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### Attorneys

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Anthony J. Zeoli

### Related Services

Antitrust & Trade Regulation  
Business & Commercial Transactions  
Corporate Governance Structure  
Employee Stock Ownership Plans (ESOPs)  
Family-Owned Businesses  
Mergers & Acquisitions  
Sustainability & ESG  
Tax

### Related Industries

Banking & Finance



Privately held companies also constitute an important segment of our securities practice, which includes:

- Advising on capitalization and structure
- Analyzing exemptions from federal securities laws and state "blue sky" laws
- Guiding companies through private placements and venture capital investments
- Handling IPOs
- Preparing private placement memoranda

## News

[Hinshaw Adds Securities Attorney Andrew May as a Partner in Chicago](#)

March 23, 2020

[Hinshaw's Tim Sullivan and Mike Morehead Discuss Changes to the Federal Reserve's Small Bank Holding Policy Statement in Banknotes Article](#)

November 5, 2018

## Publications

[ESG at the SEC... Leading or Lagging?](#)

November 1, 2023

ESG Business Insights

[SEC Changes the Game for Private Fund Advisers – Summarizing the New "Restricted Activities Rule" and the "Preferential Treatment Rule"](#)

October 19, 2023

Hinshaw Alert

[FINRA Rule Change Making Expungement More Difficult Goes into Effect on October 16, 2023](#)

September 7, 2023

Hinshaw Alert

[SEC Approves FINRA Rule Changes That Make Expungement of Customer Complaints More Difficult](#)

June 2, 2023

Hinshaw Alert

[FINRA Releases Annual Report Addressing Areas of Examination Focus for 2021](#)

February 18, 2021

Hinshaw Alert

[New Proposed SEC Rule Would Allow Finders to Receive Commissions Without Registering as a Broker Dealer](#)

November 3, 2020

Hinshaw Alert

[SEC Updates Definition of Accredited Investor to Facilitate More Participation in Private Offerings](#)

September 24, 2020

Hinshaw Alert

[SEC Proposes Rule Changes Relating to Exempt Offerings Which Would Include Increases to Offering Limits](#)

March 10, 2020

Hinshaw Alert



[Capital Simplification for Community Banking Organizations](#)

October 29, 2019

Hinshaw Alert

[Federal Reserve Revises its Small Bank Holding Company Policy Statement by Increasing the Asset Limit to \\$3 Billion](#)

September 6, 2018

Hinshaw Alert

[Securities Rules for Private Equity Financings](#)

July 12, 2017

Hinshaw Publication

[SEC Proposes to Add New Reporting Events to the Municipal Disclosure Rule](#)

April 24, 2017

[SEC Adopts JOBS Act Crowdfunding Rules](#)

November 18, 2015

Corporate / Financial Institutions Alert

[Federal Reserve Revises Small Bank Holding Company Policy Statement by Increasing Asset Limit and Including Savings & Loan](#)

April 15, 2015

Corporate / Financial Institutions Alert

[SEC Adopts Rules to Increase Access to Capital for Smaller Companies](#)

March 30, 2015

Corporate / Financial Institutions Alert

[SEC Adopts Rules to Facilitate Smaller Companies' Access to Capital](#)

March 26, 2015

Corporate / Financial Institutions Alert

[Accumulated Other Comprehensive Income \(AOCI\) Opt-Out Election](#)

March 25, 2015

Corporate / Financial Institutions Alert

[Fed proposes rules to increase the asset limit under the Small Bank Holding Company Policy from \\$500 million to \\$1 billion](#)

February 3, 2015

Corporate / Financial Institutions Alert

[U.S. Supreme Court Confirms Truth In Lending Act Rescission Notice Requirements](#)

January 21, 2015

Corporate / Financial Institutions Alert

[AOCI Opt-Out Election Must be Made on Call Report or FR Y-9C \(if applicable\) for the Quarter Ending March 31, 2015](#)

January 20, 2015

Corporate / Financial Institutions Alert

[FDIC Clarifies Bank Brokered Deposit Expectations and Requirements](#)

January 15, 2015

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[Good News for Community Banks — Legislation Enacted Which Doubles Threshold for Small Bank Holding Company Policy Statement](#)

December 19, 2014

Corporate / Financial Institutions Alert

[Federal Banking Agencies Adopt an Addendum to Policy Statement on Income Tax Allocation Agreements](#)



July 1, 2014

Corporate / Financial Institutions Alert

[SEC Proposes Rules to Increase Access to Capital for Smaller Companies](#)

January 31, 2014

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[Federal Banking Agencies Proposed An Addendum to Policy Statement on Income Tax Allocation Agreements](#)

January 15, 2014

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[SEC Proposes Crowdfunding Rules Under JOBS Act](#)

December 11, 2013

Corporate / Financial Institutions Alert

[SEC Adopts Rules Eliminating the Prohibition Against General Solicitation in Certain Private Offerings and Disqualifying Bad Actors From Certain Offerings and Proposes New Reg D Requirements](#)

July 17, 2013

Corporate / Financial Institutions Alert

[Fed Adopts New Capital Rules](#)

July 8, 2013

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[Illinois Supreme Court Adopts Rules Relating to the Home Foreclosure Process](#)

March 5, 2013

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[CFPB Adopts Mortgage Servicing Rules](#)

February 11, 2013

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[Consumer Financial Protection Bureau Adopts Loan Originator Compensation and Qualification Rules](#)

February 4, 2013

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[SEC Approves NYSE and Nasdaq Rules on Independence of Compensation Committee Members and Advisers](#)

January 31, 2013

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[Consumer Financial Protection Bureau Adopts Ability to Repay and Qualified Mortgage Rules](#)

January 24, 2013

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[SEC Proposes to Eliminate the Prohibition Against General Solicitation and Advertising in Certain Private Offerings](#)

September 20, 2012

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[Listing Standards for Compensation Committees](#)

July 19, 2012

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[FRB, FDIC and OCC Issue Proposals Revising Bank Regulatory Capital Requirements and the Risk-Weighted Asset Rules](#)

July 5, 2012

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[JOBS Act—SEC Guidance on Scaled Disclosure and Other EGC Issues](#)



May 23, 2012

Corporate / Financial Institutions Alert

[JOBS Act – SEC Guidance on Scaled Disclosure and Other Emerging Growth Company Issues](#)

May 3, 2012

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[Central District of Illinois Bankruptcy Rulings Present New Challenges to Perfection of Security Interests](#)

April 24, 2012

Corporate / Financial Institutions Alert

[U.S. District Court Issues Precedent-Setting Chapter 15 Bankruptcy Holding](#)

April 19, 2012

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[Jumpstart Our Business Startups Act \(JOBS Act\) — Confidential Submission Process for Emerging Growth Companies](#)

April 18, 2012

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[JOBS Act - Changes in Registration Thresholds](#)

April 17, 2012

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[Congress Passes JOBS Act in Effort to Make Raising Capital Easier](#)

April 5, 2012

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[SEC Exempts Restricted Stock Units From Exchange Act Registration](#)

February 28, 2012

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[SEC Approves NYSE and Nasdaq Rules on Independence of Compensation Committee Members and Advisers](#)

January 31, 2012

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[SEC Revises Net Worth Standard for Accredited Investors](#)

December 29, 2011

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[Congress \(Hopefully\) Moving to Make Raising Capital Easier](#)

December 28, 2011

Corporate / Financial Institutions Alert

[SEC, Nasdaq and NYSE Toughen Oversight of Reverse Mergers](#)

November 21, 2011

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[SEC, Nasdaq and NYSE Increasing Oversight of Reverse Mergers](#)

October 18, 2011

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[SEC Proxy Access Proposals Are Effective](#)

September 30, 2011

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[FDIC Rules Designed to Claw Back Executive Compensation in Receivership Situations](#)

July 26, 2011

Corporate / Financial Institutions Alert

[Small Business Lending Fund \(SBLF\) Terms for Subchapter S Corporations and Mutuals](#)



May 23, 2011

Corporate / Financial Institutions Alert

[FDIC Proposes Rules to Clawback Executive Compensation](#)

March 28, 2011

Corporate / Financial Institutions Alert

[Proposed Rules on Incentive-Based Compensation Arrangements](#)

February 15, 2011

Corporate / Financial Institutions Alert

[Small Business Lending Fund Terms and Application Process](#)

January 5, 2011

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[Government Cracking Down on Agreements Between Competitors Not to Solicit Each Other's Employees](#)

January 4, 2011

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[Changes in Temporary FDIC Insurance Coverage for Transaction Accounts](#)

November 24, 2010

Corporate / Financial Institutions Alert

[SEC Issues Guidance Regarding Disclosures Related to Climate Change](#)

February 17, 2010

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