

Debt & Equity Capital Markets

Polsinelli's Debt and Equity Capital Markets team has extensive experience helping companies of all sizes finance their growth through the issuance of debt and equity securities.

Our team represents issuers and underwriters in a wide range of capital market transactions. We handle the full range of U.S. and cross-border offerings of convertible, rated, and high-yield debt securities and equity securities, and related matters.

Our lawyers' extensive experience ranges from IPOs by emerging growth companies to sophisticated debt instruments issued by seasoned public companies. Our team understands the unique demands of complicated securities transactions. Experienced with every nuance of the regulatory framework and financing instruments, we help our clients plan and complete the offering process effectively and efficiently.

We regularly counsel clients on:

- Initial public offerings
- Follow-on public offerings, including block trades and bought deals
- Shelf registrations
- Registered direct and "at-the-market" offerings
- PIPE (private investment in public equity) and other private placements
- Rule 144A and registered exchange offers
- Regulation S offerings
- Offerings involving units, warrants and purchase rights
- Stock exchange listings, including "uplisting" applications and related offerings

Matters

Selected debt and equity capital markets transactions in which Polsinelli's Securities & Corporate Finance lawyers have played a leading role include the following:

- Represented a clinical-stage biopharmaceutical company in its \$71.2 million PIPE transaction; its successful "uplisting" to Nasdaq; its \$78.2 million follow-up public offering; and its \$100 million "at-the-market" offering program.
- Represented a white label beverage producer in its successful "uplisting" to Nasdaq; its underwritten public offering of common stock; its registered direct offering of common stock; multiple equity offerings pursuant to exemptions from registration; and its "at-the-market" offering program.

- Represented a Nasdaq-listed bank holding company in its \$100.0 million underwritten public offering of 5.25% Fixed-to-Floating Rate Subordinated Notes due 2030.
- Represented a Nasdaq-listed issuer in its \$500.0 million Rule 144A offering of 4.000% senior notes due 2029.
- Represented a Nasdaq-listed technology company focused on the car sharing and ride sharing marketplace in its \$29.7 million underwritten common stock offering.
- Represented an NYSE American-listed issuer in its \$40 million “at-the-market” offering.
- Represented an NYSE American-listed issuer in its \$75 million “at-the-market” offering.
- Represented an NYSE-listed midstream energy company in its \$500 million “at-the-market” offering.
- Represented an NYSE-listed natural gas gathering and transporting company in its \$80 million underwritten common equity offering.
- Represented an NYSE-listed natural gas and natural gas liquids midstream company in its \$100 million “at-the-market” offering.
- Represented a bank holding company in its initial public offering of \$170 million of common stock and listing on Nasdaq.
- Represented a retailer of natural and organic groceries and dietary supplements in its initial public offering of \$123 million of common stock and listing on the New York Stock Exchange.
- Represented a NYSE-listed issuer in its \$72 million public offering of common stock.
- Represented a Nasdaq-listed issuer in its \$73 million public offering of common stock.
- Represented a Nasdaq-listed issuer in \$45 million public offering.
- Represented a NYSE-listed issuer in its \$30 million draw down public offering.
- Represented a Nasdaq-listed issuer in its \$375 million Rule 144A/Reg. S offering of senior unsecured notes.
- Represented a Nasdaq-listed issuer in the \$158.7 million secondary public offering of common stock by a selling stockholder.
- Represented a Nasdaq-listed issuer in its \$250 million Rule 144A/Reg. S offering of second-lien senior secured notes.
- Represented an NYSE-listed issuer in its \$150 million Rule 144A offering of convertible senior notes.
- Represented a Nasdaq-listed issuer in its \$92 million public offering of common stock and its Rule 144A/Regulation S offering of \$80 million of debt securities.
- Represented a NYSE-listed lodging REIT in multiple Rule 144A offerings of secured and unsecured senior notes and related tender offers.
- Represented a NYSE-listed lodging REIT in registered public offerings of common stock and preferred stock.
- Represented a NYSE-listed company its \$250 million Rule 144A offering of convertible senior subordinated notes and subsequent registration of notes for resale on Form S-3.
- Represented a NYSE-listed issuer in its \$100 million Rule 144A offering of senior subordinated notes.
- Represented a NYSE-listed issuer in its \$120 million Rule 144A offering of convertible senior subordinated notes.
- Represented a private label manufacturing and distribution company in its IPO and follow on offering of common stock and listing on NYSE.
- Represented a Nasdaq-listed issuer in a \$125 million Rule 144A offering.
- Counseled the underwriters in the \$253.4 million initial public offering of a lodging REIT focused on upscale and upper midscale hotels; its \$50 million offering of Series A cumulative redeemable preferred shares; its \$112.5 million follow-on offering; its \$75 million offering of Series B cumulative redeemable preferred shares; its \$155.3 million follow-on offering; its \$85 million offering of Series C cumulative redeemable preferred shares; and its \$158.7 million follow-on offering.
- Represented a private equity-backed, mall-based specialty retailer in its \$175 million Rule 144A offering of senior secured high yield notes and the Rule 144A offering by its parent company of \$165 million of senior PIK toggle notes.
- Advised a leading NYSE-listed self-storage REIT in connection with 11 public offerings of depositary shares representing interests in its serial cumulative redeemable preferred shares having an aggregate offering price of more than \$3.5 billion, and a secondary offering by a related party of approximately \$105 million of common shares.

- Advised a NYSE-listed REIT specializing in leasing commercial, multi-tenant, flex, office and industrial space in connection with offerings of depositary shares representing interests in its serial cumulative redeemable preferred stock.
- Represented a specialized commercial finance company on its \$340 million initial public offering and more than \$2.5 billion of subsequent securities offerings, including its \$300 million offering of senior secured high yield notes; approximately \$800 million of convertible debt offerings; and seven placements of trust preferred securities for more than \$400 million of proceeds.
- Counseled the sales agents in the \$175 million “at-the-market” offering by a NYSE-listed self-storage REIT.