

Securities & Corporate Finance

Polsinelli's Securities & Corporate Finance attorneys combine significant transactional capabilities and regulatory knowledge with experience across a range of industries to help publicly traded and privately held companies plan and execute capital-raising transactions, address complex disclosure and regulatory issues and establish appropriate governance policies and practices.

Our significant experience providing counsel in a full range of financial transactions to a variety of capital markets participants, including public and private issuers, underwriters and placement agents, allows us to deliver practical solutions to our clients quickly and efficiently.

Our team focuses its counsel on the following areas and services:

- Debt & Equity Capital Markets
- SEC Disclosure, Corporate Governance & Listed Company Compliance
- Real Estate Investment Trusts (REITs)
- M&A, Going Private & Other Strategic Transactions

Recent rankings include:

- Nationally ranked Tier 2 for Securities/Capital Markets Law in 2025 "Best Law Firms" list by *Best Lawyers*®.

Matters

Capital Markets

Selected 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 million underwritten public offering of 5.25% Fixed-to-Floating Rate Subordinated Notes due 2030.

- Represented a Nasdaq-listed manufacturing company in its \$500 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 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.

Strategic Transactions

Selected strategic transaction engagements in which Polsinelli’s Securities & Corporate Finance lawyers have played a leading role include the following:

- Represented Nasdaq-listed healthcare company in its \$425 million acquisition of durable medical equipment supplier of diabetic monitoring and testing supplies; its \$115 million acquisition of durable medical equipment supplier of continuous glucose monitoring systems and diabetes supplies; its \$38 million acquisition of durable medical equipment supplier of treatments for respiratory diseases and CPAP; its \$30 million acquisition of durable medical equipment supplier for the treatment of diabetes; and its \$25 million acquisition of durable medical equipment supplier designed for the treatment of sleep apnea.
- Represented NYSE-listed money movement and payment services company in its acquisition of a strategic division from another NYSE-listed technology company in the global payments industry.
- Represented a NYSE-American listed company focused on the manufacturing of hybrid motors in its \$100 million transaction to a privately owned multi-national company.
- Served as U.S. securities counsel to NYSE-American and Toronto Stock Exchange listed company in its \$24 million sale of its joint venture interest in a mineral exploration project and in its subsequent acquisition of a publicly listed Canadian corporation through a merger transaction.
- Represented a Nasdaq-listed company in its \$775 million acquisition of a private equity sponsored company.
- Represented a Nasdaq-listed company in its cross-border sale to a strategic buyer.
- Represented FelCor Lodging Trust in its acquisition by RLJ Lodging Trust.
- Represented an NYSE listed company in its \$480 million acquisition of operational assets and regional customer segment from another NYSE-listed company.
- Represented a leading self-storage REIT in its SEC-registered re-domestication as a Maryland real estate investment trust and in its SEC-registered acquisition of approximately \$100 million of limited partnership interests in various joint venture affiliates.
- Advised a joint venture comprised of U.S. private equity fund and Chinese conglomerate in its acquisition of a NYSE-listed hospitality company with an aggregate transaction value of approximately \$600 million.
- Advised Highland Hospitality Corporation in its approximately \$2 billion sale to a private equity buyer.
- Counseled a specialty commercial finance company in various strategic transaction efforts, including its pre-IPO reorganization; its conversion to a REIT and related special dividend of cumulative earnings and profits; its acquisition and securitized financing of approximately \$250 million of senior living facilities; its proposed disposition of its senior living business through a \$345 million carve-out IPO; and various issuer tender offers and consent solicitations relating to its debt securities.
- Represented a Nasdaq-listed company in its \$850 million sale to a NYSE-listed company.
- Represented a NYSE-listed company in its \$2.4 billion sale to an NYSE listed company, including preparation of a merger proxy statement.
- Represented a NYSE-listed company in its \$150 million acquisition of an NYSE-listed target via cash tender offer/merger transaction.
- Represented a Nasdaq-listed company as the target of a \$50 million cash tender offer/merger transaction.
- Represented a NYSE-listed company in its \$500 million combination with Canadian public company using an exchangeable share structure.
- Represented a Nasdaq-listed company in its \$240 million acquisition of a private company.
- Represented a Nasdaq-listed company as local regulatory counsel in its \$500 million acquisition of a NYSE-listed company via share exchange registered on Form S-4.
- Represented a special committee of the board of directors of a public telecommunications company in its \$1.5 billion merger transaction.
- Represented a special committee of the board of directors of a public finance company in its \$3.5 billion merger transaction.
- Represented an NYSE-listed company in its reverse merger acquisition of a privately held mobile software application developer and advertising company.

- Represented an NYSE-listed company in the spin-off to its shareholders of a special dividend of its subsidiary's capital stock under Rule 144A.

Publications

September - October 2025

So You Want to be a Public Company?

Author, St. Louis Law Journal Vol 2, Iss 2

January 17, 2025

A Wait Until the Deal Closes: The Antitrust Agencies Send a Strong Message About the Dangers of Gun-Jumping

January 16, 2025

Annual Adjustment of HSR Thresholds Comes at a Time of Uncertainty

November 4, 2024

SEC Penalties Relating to Cybersecurity Disclosures

July 31, 2023

SEC Adopts Cybersecurity Incident and Risk Management Disclosure Rules