Public Companies

Public companies face a complex environment of regulatory and investor scrutiny. They need an experienced legal team with the depth and versatility to guide them successfully through the maze of rules and regulations applied specifically to them.

At the same time, when engaged in transactions, public companies require lawyers with an intense and practical focus on getting deals done.

Our public companies team provides a complete solution to the compliance and transactional needs of our clients. We represent companies of all sizes and in a wide range of industries.

Our corporate governance and compliance lawyers are recognized as leaders in their field. They counsel senior management and boards on a variety of critical issues, including SEC disclosure rules, stock exchange requirements, corporate governance, Sarbanes-Oxley, ethics and proper board procedures. We are also deeply involved in director training programs, and authors of a popular guide to governance and disclosure, regular timely updates on emerging issues, and numerous articles in leading publications.

Our transactional lawyers have significant experience in public company mergers and acquisitions, initial public offerings, and equity and debt offerings. We have the depth to handle multiple deals simultaneously for a client. Our deal teams can draw on experienced transactional lawyers with a wide range of functional specialties, including securities, tax, intellectual property, antitrust, benefits and labor. This enables us to ensure that deals are structured properly and meet the client’s strategic and economic objectives.


Our fifth edition of The Public Company Handbook provides a “plain English” guide for directors, officers and other executives seeking to familiarize themselves with legal and other board and management issues facing public or soon-to-be-public companies.

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An initial public offering is the realization of a dream for many entrepreneurs, executives, board members and stockholders, a singular achievement that demonstrates their success in building a strong business and creating value for owners, employees and customers. However, an initial public offering is not only a milestone, it is also the entrance into a new stage that possesses its own unique opportunities, risks and challenges.

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NEWS

07.13.2018
Perkins Coie Capital Markets Team Represents Zillow Group in Concurrent Convertible Debt and Equity Offerings

Press Releases
Perkins Coie’s represented Zillow Group, Inc., which houses a portfolio of the largest real estate and home-related brands on mobile and the web, in concurrent underwritten public offerings of 6,557,017 shares of its Class C capital stock at a price to the public of $57 per share and $373.5 million aggregate principal amount of its 1.50% convertible senior notes due 2023.

PUBLICATIONS

04.29.2019
SEC’s FAST Act Disclosure Simplification Amendments Effective May 2

Updates
The Securities and Exchange Commission (SEC) recently adopted rule amendments to modernize and simplify certain disclosure requirements in Regulation S-K and related SEC rules and forms.

04.04.2019
Corporate Political Participation: New Opportunities to Reach Customers and Engage Employees

Updates
With the 2020 election season already underway, there are new opportunities emerging for companies that choose to harness political engagement as an important, innovative component of their business strategy.

03.04.2019
FTC Announces 2019 Increases to HSR and Clayton Act Thresholds

Updates
The FTC announced on February 15, 2019, the reporting thresholds under Section 7A of the Clayton Act, known as the Hart-Scott-Rodino Antitrust Improvements Act of 1976, will be increased.

12.21.2018
Delaware Court of Chancery Clarifies Enforceability of Corporate Forum-Selection Provisions

Updates
In this update, we discuss the contours of an opinion with potential impact on all Delaware corporations that have adopted forum-selection clauses in their charter documents or bylaws.

12.11.2018
Preparing for the 2019 Public Company Reporting Season

Updates
During 2018, the SEC issued rule updates and guidance that are intended to ease certain public reporting requirements and clarify the SEC’s position with respect to the shareholder proposal process. While the SEC is taking steps aimed at decreasing public company disclosure burdens, the investor community is sharpening its focus on public company actions and reporting on environmental, social and governance issues. In anticipation of the upcoming reporting season, we highlight rule changes, guidance and trends for public companies to consider in preparing annual report and proxy disclosures in 2019.

10.24.2018
SEC 21(a) Report Warns Public Company Email Scam Victims of Bigger Problems Than Stolen Money

Updates
Known by many names, including business email compromise fraud, CEO or CFO fraud, impersonation attacks, or “Man-in-the-Email” scams, cyber-related frauds involving spoofed or otherwise compromised business electronic communications continue to be an increasingly pervasive threat to businesses of all sizes, including public companies.

10.12.2018

**No Joke: EPCRS Voluntary Correction Program Goes Paperless on April 1, 2019**

**Updates**

Starting April Fools’ Day, all Voluntary Correction Program (VCP) submissions and fee payments under the IRS’s Employee Plans Compliance Resolution System (EPCRS) must be made online; the IRS will no longer process paper VCP submissions.

10.04.2018

**INSIGHT: Ten Tips for Investor Relations Websites**

**Articles**

*Bloomberg Law*

Public companies use their investor relations websites to conveniently disseminate important corporate news and information, and many investors and other interested parties in turn rely on those websites as a primary source of such news and information. To continue reading the full article, click here.

09.25.2018

**IRS Charts a Path to a 401(k) Plan Student Loan Feature—Will Plan Sponsors Follow?**

**Updates**

The IRS released a private letter ruling on August 17, 2018, in which it approved a student loan repayment benefit that was connected to an employer’s contributions to its 401(k) plan.

08.13.2018

**Hart-Scott-Rodino Annual Report for Fiscal Year 2017: Increases in Filings, Decreases in Second Requests and Challenged Deals**

**Updates**

The Hart-Scott-Rodino Annual Report Fiscal Year 2017, published earlier this year by the FTC and the DOJ, summarizes FTC and DOJ actions conducted under the Hart-Scott-Rodino Antitrust Improvements Act in fiscal year 2017.

This update was quoted in [deallawyers.com](http://deallawyers.com) "Antitrust: HSR Second Requests & Deal Challenges Decline in 2017," on 09.05.2018.

07.19.2018

**A New Virtual (Meeting) Reality for Washington Corporations**

**Updates**

Amendments to the Washington Business Corporation Act (WBCA) that allow Washington corporations to hold “virtual” shareholder meetings became effective in June 2018.

07.02.2018

**SEC May Limit “Game Changing” Whistleblower Bounties**

**Updates**

The SEC proposed three rule changes last week to the commission’s whistleblower program, including one that would authorize the SEC to “downward adjust” monetary awards in large actions for which an award might “exceed an amount that is reasonably necessary to advance the program’s goals”—in the view of the commission.

04.27.2018

**DoJ Employee "No-Poach" Antitrust Consent Decree Sharpens Compliance Teeth**

**Updates**

The U.S. Department of Justice (DoJ) filed a complaint recently alleging that competing railroad equipment manufacturers Knorr-Bremse AG, Westinghouse Air Brake Technologies Corporation (Wabtec) and Faiveley Transport S.A. had unlawfully agreed not to recruit or hire each other’s skilled employees, thus depriving them of competition for their services.

**PRESENTATIONS**

05.23.2018

**SEC Hot Topics Institute**

Speaking Engagements

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