Perkins Coie’s nationwide Corporate & Securities team counsels public companies on a variety of reporting and disclosure obligations, as well as on all major aspects of public and private equity and debt finance.

We combine the sophisticated experience necessary to address today’s complex environment of regulatory and investor scrutiny with accessible, efficient and cost-effective counsel needed in today’s economy. Our team has extensive experience counseling clients on a variety of critical corporate governance issues, including fiduciary duties, shareholder activism, disclosure and regulatory requirements and corporate governance best practices.

Many of our public company clients also rely on us for guidance related to SEC compliance and disclosure and capital markets transactions. Working with the full spectrum of investors, lenders, underwriters and financial advisors, as well as the SEC, we pragmatically guide our clients through the maze of rules and regulations applicable to their business activities, while helping them maintain compliance with the Securities Act of 1933, the Securities Exchange Act of 1934 and the rules of the New York Stock Exchange, NASDAQ Stock Market and other stock exchanges.

Perkins Coie also represents public company clients in virtually all forms of equity and debt financing, from IPOs and underwritten offerings to PIPE transactions and Rule 144A private placements.

CORPORATE GOVERNANCE

Our lawyers provide advice to the boards of public companies and senior management in connection with the Dodd-Frank Act, corporate ethics, whistleblower programs and other critical governance matters. We regularly offer guidance on ongoing matters related to board composition and director independence, the roles and responsibilities of board committees, board compensation, board self-evaluations and the fiduciary duties of the board.

We also guide clients through complex situations of strategic significance, such as internal investigations, engagement with activist shareholders, proxy contests and the evaluation of strategic alternatives, including acquisition proposals. In addition, our nationally recognized employee benefits and executive compensation team routinely advises on equity plan design and preparation, executive employment, severance and change-in-control agreements, proxy statement and Form 8-K compensation disclosures, and Form S-8 registration statements.

SECURITIES AND SEC COMPLIANCE

Our capital markets lawyers have substantial experience representing both issuers and underwriters in virtually all major aspects of public and private debt and equity finance, including:

- Initial public offerings
- Follow-on primary and secondary equity offerings
- High-yield and investment grade debt offerings
- Registered direct and PIPE offerings
- Convertible debt and hybrid securities offerings
- Equity and debt tender offers
- Continuous equity or “ATM” financing programs
- Medium-term note programs
- Rule 144A and Regulation S private placements
- Corporate recapitalizations
- Derivative and swaps transactions
Perkins Coie attorneys provide assistance with drafting and reviewing SEC filings, and advise on such issues as SEC disclosure obligations, stock repurchase programs; Rule 10b5-1 trading plans and insider trading and reporting obligations; disclosure obligations under Regulation FD and Regulation G and other corporate communication issues; and compliance with stock exchange requirements.

**EXPERIENCE**

**TEEKAY LNG PARTNERS, L.P.**
Represented Teekay LNG Partners L.P. in its Follow-on Public Offering of 3,450,000 Common Units representing Limited Partner interests.

**TEEKAY LNG PARTNERS L.P.**
Represented Teekay LNG Partners L.P. in its Follow-on Public Offering of up to 5,290,000 Common Units representing Limited Partner Interests, including 4,600,000 initial firm units and 690,000 units issuable at the underwriters' option.

**T-MOBILE US, INC.**
Represented T-Mobile US, Inc. in a $5.6 billion secondary offering of senior unsecured notes by majority stockholder, Deutsche Telekom AG.

**SEASPAN CORPORATION**
Represented Seaspan Corporation in its $345,000,000 6.375% "Baby Bond" Offering.

**SEASPAN CORPORATION**
Represented Seaspan Corporation in the offering of 5,400,000 shares of 8.25% Series E Cumulative Redeemable Perpetual Preferred Shares.

**PACIRA PHARMACEUTICALS**
Represented Pacira Pharmaceuticals in a $118 million underwritten public offering of common stock.

**PACIFICORP**
Represented PacifiCorp in its Offering of First Mortgage Bonds (March 2014).

**OUTERWALL INC. (F/K/A COINSTAR, INC.)**
Represented Outerwall Inc. (f/k/a Coinstar) in its 144A Debt Offering and Exchange for Public Debt.

**M/A-COM TECHNOLOGY SOLUTIONS**
Represented M/A-COM Technology Solutions (NASDAQ:MTSI) in its initial public offering.

**GOVERNMENT OF INDIA AND GOLDMAN SACHS CPSE EXCHANGE TRADED SCHEME**
Represented the Government of India in connection with the establishment of a new exchange traded investment fund ("ETF") and the ETF in its USD 501.5mm initial public offering of units led by Goldman Sachs (India) Private Limited.

**COSTCO WHOLESALE CORPORATION**
Represented Costco Wholesale in $3.5 billion public offering of Senior Notes.

**NEWS**

05.31.2019

**Three Perkins Coie Partners Named to Crain’s Chicago Business’s Gen X Leaders in Law List**
Press Releases
Perkins Coie is pleased to announce that three partners in its Chicago office—Randy Bridgeman, Jim Coughlan and Adam Docks—have been named to Crain's Chicago Business's Notable Gen X Leaders in Law list for 2019.

05.30.2019

**Perkins Coie Attorneys Mentioned in Crain’s Chicago Business - Crain’s 2019 Notable Gen X Leaders in Law**
General News
Crain’s Chicago Business
Randy Bridgeman, Jim Coughlan and Adam Docks have been named to Crain’s Chicago Business’s Gen X Leaders in Law List according to the article, "Crain's 2019 Notable Gen X Leaders in Law."

03.22.2019

**The Deal Awards: Middle Market Recognizes Two Perkins Coie Partners and Firm’s Role in Technology Deal**
Press Releases
Perkins Coie is pleased to announce that partners John Schreiner and Randy Bridgeman are finalists for the “Dealmaker of the Year” and “Food & Beverage Dealmaker of the Year” categories, respectively, in The Deal Awards: Middle Market. Perkins Coie is also shortlisted as a nominee in the “Deal of the Year” and “Technology & Telecom Deal of the Year” categories for advising Trimble’s acquisition of e-Builder.
Perkins Coie Advises Boeing on Investment in Aerion

Press Releases

Perkins Coie represented Boeing, the world’s largest aerospace company and leading manufacturer of commercial jetliners, defense, space and security systems and service provider of aftermarket support, in its partnership with Aerion, a Nevada-based aircraft manufacturer.

PUBLICATIONS

Companies Fined for Evading HSR Premerger Notification and Waiting Requirements

Updates

The U.S. Department of Justice (DOJ) announced earlier this month that Canon and Toshiba agreed to each pay $2.5 million to settle allegations that they schemed to avoid complying with Hart-Scott-Rodino Act (HSR) antitrust premerger notification and waiting period requirements.

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.

Consummated Tech Mergers: Will the Government Seek to Unscramble the Eggs?

Updates

There are increasing calls for the antitrust enforcement agencies to review the effects of past acquisitions in the tech sector.

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.

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.

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.

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.

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.

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.

PRESENTATIONS

12.12.2018

Proxy Roundtable Briefing
Speaking Engagements
Panel Presentation
Computershare and Perkins Coie / Seattle, WA

12.06.2018

What’s Hot for the 2019 Reporting and Proxy Season
Speaking Engagements
Society for Corporate Governance, Pacific Northwest Chapter “Open Mic” Call

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NEWS & INSIGHTS

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The IPO Handbook
A Guide for Entrepreneurs, Executives, Directors and Private Investors

The Public Company Handbook
A Corporate Governance and Disclosure Guide for Directors and Executives - Fifth Edition

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