

Corporate Finance

Downey Brand's regional business clients range from large privately-held companies to publicly traded companies, family run businesses, non-profits, and start-ups, across all industries. For this wide range of clients, Downey Brand's attorneys conduct a broad range of public and private finance transactions, both equity and debt, tailored to the need of the client's industry and individual business circumstances.

Financing needs vary: A business may want to grow, or restructure, or address a long-term capital need. An entrepreneur may want capital for a new business. An established business may want to buy a complementary business, or acquire it by merger. Depending on the client, the best financing approach might be secured debt, the public and private issuance of equity, or some other transaction. Downey Brand attorneys bring the experience and knowledge from having successfully conducted a wide range of situations, to provide each client with a solution specific to its needs.

Downey Brand also represents the finance provider side of transactions, acting as counsel to financial institutions, including hedge funds. In addition to representing lenders in our Financial Institutions practice, Downey Brand routinely counsels borrowers in obtaining loans of varying sizes and complexity, including senior secured syndicated credit facilities, mezzanine loans, revolving lines of credit, letters of credit, term and equipment financings, real estate secured loans and a broad array of other commercial lending transactions.

While a typical corporate finance transaction involves questions of **corporate law**, tax law, and securities law, there may also be litigation, bankruptcy, or regulatory concerns, and as a full service firm, Downey Brand is able to address them.

Downey Brand also provides clients with expertise on executive compensation questions, including equity compensation plans, corporate governance matters, and compliance with federal and state securities laws and the rules of national securities exchanges, including on-going SEC disclosure for publicly traded companies.

Selected Experience

- \$300 million multi-currency global finance facility for non-profit company client.
- \$37.9 million SEC registered public offering of common stock.
- Public offering of common stock issued in connection with merger to create \$1 billion bank.
- California fairness hearing for acquisition of ESOP owned company.
- California fairness hearing for \$300 million merger of venture capital backed technology company.
- Ongoing corporate and securities advice to public companies and their boards of directors, including reviewing Form 10-Ks, 10-Qs, 8-Ks, proxy statements, and press releases and ongoing compliance with the corporate governance requirements of the federal securities laws and national securities exchanges.

Trade Groups

- California Bankers Association (CBA)
- California Lawyers Association Business Law Section
- California Society of CPAs (CalCPA)
- Sacramento County Bar Association Business Law Section