



## Capital Markets and Securities Practice Group

Our Capital Markets and Securities practice group is led by Christopher Frigon and Alejandro Maher. We offer broad experience in structuring and documenting capital-raising and other transactions under the Securities Act of 1933 (the “Securities Act”) and the state securities laws, including:

- Registered public offerings of equity and debt securities, including initial public offerings, secondary offerings, exchange offers and business combinations;
- Private offerings of equity and debt securities by both public companies and privately held companies made pursuant to Rule 144A, Regulation D, Section 4(2) of the Securities Act or other federal or state laws;
- Public and private transactions implicating U.S. federal and state securities laws in cross-border M&A and financing transactions; and
- Going private transactions.

We handle all aspects of federal and state securities law compliance for public companies, including corporate governance issues relating to compliance with the Sarbanes-Oxley Act of 2002, fiduciary responsibilities of directors and officers, compliance with issuer reporting and disclosure requirements under the Securities Exchange Act of 1934 (the “Exchange Act”) and the securities registration requirements associated with the Securities Act and the state securities laws. We also counsel clients on compliance with respect to specific requirements of the SEC, the NYSE and the Nasdaq.

Our public company practice includes counseling with respect to:

- Preparation of periodic and current reports;
- Drafting disclosure under the Exchange Act;
- Proxy solicitations and organization of stockholder meetings;
- Preparation of audit committee charters, codes of ethics and various other required policies and procedures;
- Assistance with employee compensation matters and disclosure;
- Formation and responsibilities of special committees;
- Director and officer fiduciary duties and responsibilities;
- Compliance with legal and ethical requirements, including rules relating to attorneys and other professionals who represent companies before the SEC; and
- Assistance with internal, FINRA or SEC investigations, and interaction with an issuer's outside auditors.



Our representative equity-related transactions in this practice area include the representation of:

- Avianca Airlines in its initial public offering;
- Northwest Airlines in a spin-off initial public offering of Pinnacle Airlines;
- Motricity, Inc. in its initial public offering;
- Morgan Stanley, Deutsche Bank and Royal Bank of Canada in the initial public offering of Smart Technologies, Inc;
- Lehman Brothers in an offering of \$1.4 billion in common stock by Sovereign Bancorp;
- Solutia Inc. in its offering of \$100 million in common stock;
- Charter Communications, Inc. in its offering of \$500 million in common stock;
- TeleTech Holdings in an offering of \$75 million in stock by selling stockholders; and
- Lehman Brothers in an offering of \$50 million in common stock by EnerSys, Inc.

Our representative debt-related transactions in this practice area include the representation of:

- Goldman Sachs and Lehman Brothers in a \$2 billion note program for Citadel (hedge fund);
- J.P. Morgan in the issuance of \$150 million high-yield notes by Plastipak;
- Peabody Energy in its SEC-registered \$900 million offering of high-yield notes and \$732 million offering of hybrid convertible junior subordinated notes;
- Solutia Inc. in its offering of \$300 million high-yield senior notes;
- J.P. Morgan in offerings of high-yield notes by Smithfield Foods;
- Citigroup in an offering of \$500 million convertible notes by SBA Communications;
- Avis Budget Group, Inc. in its offering of \$150 million convertible senior notes;
- Lehman Brothers in an offering of \$500 million notes by Sovereign Bancorp;
- Warner Music Group in its offering of \$1.1 billion senior secured notes;
- Wyeth Inc. in its SEC-registered offering of \$1.5 billion senior notes;
- The Boeing Corporation in its offering of \$200 million senior notes;
- Deutsche Bank in an offering of \$1.3 billion senior notes by El Paso Corporation;
- Nexstar Communications, Inc. in its offering of \$35 million senior notes;
- Constellation Energy Group, Inc. in its offering of \$700 million zero-coupon senior notes;
- Charter Communications, Inc. in its exchange offer of debt securities; and
- Citadel Broadcasting Corporation in a tender offer of debt securities by Molson Coors Brewing Co.



## About Us

Frigon Maher & Stern LLP was founded in 2010. We are a boutique law firm located in New York City. Our attorneys have significant experience practicing at some of New York's leading law firms. We specialize in domestic and international corporate transactions and commercial litigation, and have a successful history of building sophisticated legal and business solutions. We work efficiently and flexibly and our goal is to provide our clients personalized and cost-effective solutions, while upholding the highest professional standards.

Prior to joining the firm, each of Christopher Frigon and Justin S. Stern practiced law for nine years in the New York office of Simpson Thacher & Bartlett LLP<sup>1</sup>. Alejandro Maher practiced law for 12 years at various law firms in New York and California, including the New York offices of Davis Polk & Wardwell LLP and Kirkland & Ellis LLP, and the Palo Alto office of Wilson Sonsini Goodrich & Rosati P.C.<sup>2</sup>

Mr. Frigon holds a BA in Political Science from the University of California at Berkeley, and a JD from New York University School of Law. Mr. Frigon is admitted to practice law in the State of New York, and is fluent in Spanish and Portuguese.

Mr. Maher holds a BA in Government from Georgetown University, and a JD from New York University School of Law. Mr. Maher is admitted to practice law in the States of New York and California, and is fluent in Spanish and Portuguese.

Mr. Stern holds a BA in Literature and American Studies from Wesleyan University, and a JD from Fordham University School of Law. Mr. Stern is admitted to practice law in the State of New York.

For further information about Frigon Maher & Stern LLP, please visit our website at [www.fmstern.com](http://www.fmstern.com).

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<sup>1</sup> National law firm ranked #6 by Vault Top 100 (2015 ed.).

<sup>2</sup> DPW and K&E are each a national law firm ranked #5 and #9, respectively, by Vault Top 100 (2015 ed.), and WSGR is a national law firm ranked #2 in Technology Transactions by Vault Top 100 (2015 ed.).