

## *US Securities Regulation: All you need to know about going public, listing, reporting and private placements*

### Summary

This book is a brief, sophisticated look at the U.S. securities laws. The book covers how to go public, how to do other financial transactions such as private placements and tender offers and the ramifications of being a public company. This book describes the U.S. laws affecting financial transactions, public companies and capital markets.

The book is intended for businessmen, corporate officers, financial executives and their advisors, investment bankers, accountants and lawyers. The business aspects of corporate finance and running a public company are so intertwined with the laws regulating financial transactions, public companies and the capital markets that an understanding of securities law is necessary to function successfully.

The Introduction and Chapters 1 and 2 lay the foundation by discussing the relevant statutes, their application, and the U.S. Securities and Exchange Commission. Chapters 3, 4 and 5 describe how to go public in the United States and the U.S. trading markets. Chapter 6 describes an alternative financing method, the private placement, and Chapter 7 describes how you resell securities to achieve liquidity. Chapter 8 describes the U.S. rules for offering securities outside the United States, Regulation S. Chapter 9 describes the ramifications of going public in the United States, ongoing reporting under the Exchange Act. Chapter 10 describes accounting issues important to raising capital and for reporting thereafter to shareholders and the capital markets. Chapter 11 describes tender offers both in the United States and outside the United States. Chapters 12 and 13 describe what happens if you don't play by the rules. The Appendices focus on issues that have been of particular concern to my clients. Appendix A describes non-legal issues facing management considering going public. Appendices B and C lay out the listing requirements for the New York Stock Exchange (NYSE) and Nasdaq Stock Market. Last, Appendices D and E describe the new corporate governance requirements after The Sarbanes-Oxley Act.