

# Business and Finance

<http://english.ktslaw.com.cn/practice-areas/corporate-and-compliance/business-and-finance/>

The firm's Business & Finance lawyers represent clients on a wide range of projects and transactions that include:

## [BUSINESS FORMATION AND CORPORATE SPIN-OFFS](#) <sup>[1]</sup>

Kilpatrick Townsend works closely with business founders to select the appropriate form of legal entity for their business, create documents that govern the operations of new businesses and the relationships among various constituents and draft and negotiate employment, non-disclosure, restrictive covenant and severance agreements for executives and other personnel.

## [CONTRACTS AND COMMERCIAL AGREEMENTS](#) <sup>[2]</sup>

We counsel clients in a wide range of complex business transactions, including the sale or procurement of goods and services, the outsourcing of internal business process or IT functions, the licensing of technology, content and data, and the formation of long-term strategic relationships, such as joint ventures and strategic alliances. Our lawyers have been working with clients for a number of years to create templates, negotiation playbooks, contract decision-making matrixes, and training materials.

## [CORPORATE GOVERNANCE](#) <sup>[3]</sup>

Lawyers in the corporate governance and special counsel practice bring substantial experience in counseling management, boards of directors, special purpose board committees and other interested parties in myriad corporate governance and special project situations.

## [CROSS BORDER TRANSACTIONS](#) <sup>[4]</sup>

We provide services for large multinationals as well as small and medium-sized companies across all industries involved in international trade, investment, manufacturing and finance. These services relate not only to mergers, acquisitions and joint ventures, but also to international financing and securities offerings; cross-border technology transfers; cross-border sales of goods; international franchise, distributorship and sales-representative arrangements; employment; foreign direct investment; and structuring and conducting multinational operations. We also represent clients involved in international trade investment and finance in matters that include export licensing, customs and trade regulations.

## [GLOBAL SOURCING AND TECHNOLOGY](#) <sup>[5]</sup>

We have substantial experience in complex, high-profile transactions, focusing on a variety of industries, including: telecommunications; financial services; business process, IT, public/private sector and transformational outsourcing; logistics and supply chain solutions; media and broadcast; software and content licensing; government contracting; and sales and distribution-channel development.

## [EMPLOYEE BENEFITS](#) <sup>[6]</sup>

We counsel clients on compliance with the complex employment laws that affect benefits programs and the services and products that benefit plans use. We offer consultation on executive and broad-based benefit plan design, drafting of plan documents and compliance with related taxation, reporting, disclosure and fiduciary responsibility obligations.

## [INTERNATIONAL CAPITAL MARKETS TRANSACTIONS](#) <sup>[7]</sup>

Our securities lawyers have represented issuers and financial institutions in cross-border financing transactions, including project financings, Eximbank, EDC and other public sector credits, trade finance programs and swap transactions. The firm has handled a number of global debt and equity securities offerings, including Reg S and Rule 144A offerings, and offerings on the London and Luxembourg Stock Exchanges. Lawyers in the firm's securities practice also have extensive experience in securities offerings of international companies in the United States.

## [MERGERS AND ACQUISITIONS; JOINT VENTURES; CHANGE OF CONTROL TRANSACTIONS](#)

<sup>[8]</sup>

We have extensive international mergers and acquisitions experience, representing both sellers and buyers of businesses. The corporate practice ensures that the transaction team understands and addresses the underlying tax, accounting and financial objectives driving the transaction.

#### [PUBLIC DEBT](#) <sup>[9]</sup>

The firm's lawyers have experience in public and private offerings of senior and subordinated debt securities, secured and unsecured. We have assisted underwriters in setting up medium-term note programs to allow issuers to offer debt securities quickly and efficiently as well as represented issuers in universal shelf-registrations for delayed or sequential offering programs.

#### [PUBLIC OFFERINGS AND LATER STAGE FINANCING](#) <sup>[10]</sup>

Our lawyers have represented issuers and underwriters in initial public offerings, follow-on public offerings of both debt and equity, shelf registrations and other major financing transactions such as asset securitizations.

#### [REAL ESTATE](#) <sup>[11]</sup>

Our Real Estate lawyers service the needs of clients in the real estate industry and clients engaged in real estate transactions incidental to other businesses, in acquisitions, development, construction financing (debt and equity), ownership, management, leasing and dispositions of, and equity investments in, all types of commercial real estate. The team's experience focuses on real estate investment, acquisitions and dispositions, contracting, leasing and real estate development.

#### [REAL ESTATE FINANCE AND CAPITAL MARKETS](#) <sup>[12]</sup>

Firm lawyers collectively provide counsel and legal services relating to all aspects of commercial mortgage securitizations. Industry leaders retain our firm for specialized services, such as originating mortgage loans for securitization and advising primary, master and special servicers with respect to general loan servicing and advance issues, loan modifications and consents, REMIC opinions, defeasances, workouts and exercise of remedial action, the operation and disposition of REO and mortgage loan acquisitions and sales.

#### [SECURITIES LAW COMPLIANCE](#) <sup>[13]</sup>

Kilpatrick Townsend has a strong team of U.S. securities and corporate finance lawyers who have a wide range of experience in all aspects of securities and corporate finance – from compliance with federal and state securities laws to handling securities offerings and transactional projects across a broad spectrum of structures. We have the experience to counsel public companies in complying with the complex requirements imposed on them by the Securities and Exchange Commission (SEC), stock exchanges such as NYSE and NASDAQ, and state corporate laws and regulators.

#### [VENTURE CAPITAL AND INVESTMENT FUNDING](#) <sup>[14]</sup>

We help our clients identify and implement appropriate financing through all stages of their growth cycle from angel funding to later stage funding. We often counsel clients in how to anticipate, assemble and present the type of information that investors and lenders require in order to evaluate a client's funding needs and prospects. We also assist clients in obtaining financing through private placements of debt and equity securities.