

# Review of 1934 Act Securities Filings

The Securities and Capital Markets Group at Ballard Spahr helps clients draft SEC reporting documents and proxy statements, including executive compensation disclosure, as well as meet ongoing disclosure obligations, including compliance with Sarbanes-Oxley, Regulation FD, the Dodd-Frank Act, and insider training rules.

Ballard Spahr has long offered clients a variety of alternative fee arrangements, and we have standardized this practice for securities filings. These creative fee structures are a cost-effective way to offer budgetary certainty while providing the peace of mind that comes with working with a team of attorneys with decades of experience in securities disclosure compliance.

Public companies—no matter how big or small—must satisfy detailed reporting obligations under the Securities Exchange Act of 1934. Our attorneys closely monitor changes in reporting requirements, working to keep clients updated and informed.

We perform an initial no-cost evaluation of your company and its filings to determine the suitability and cost of this program. For a fixed fee, we will provide the following:

- Rule audits and document reviews of your periodic and current 1934 Act filings:
  - The rule audit is a comprehensive, quarterly update on rule changes concerning reporting obligations related to your first, second, and third-quarter Forms 10-Q, as well as your annual report on Form 10-K.
  - The document review entails a review of your Forms 10-Q and Form 10-K against the reporting requirements and provides you with feedback on your disclosures.
  - We also will review your Form 8-K Current Reports and work with you to comply with the Form 8-K requirements.
- Rule audits and drafting assistance with your proxy statement and other annual meeting-related materials, including:
  - Proxy Statement, stock-exchange documents and filings, and annual meeting documents.
  - To the extent you receive any shareholder proposals, we assist with the evaluation and response to such proposals.

The fixed fee for the rule audits and document reviews are established annually, depending on a company's size and complexity. All arrangements are subject to clearing any conflicts of interest and the issuance of a formal engagement letter.

## Contacts

For more information—or to set up a time to discuss your 1934 Act securities filing needs and potential annual cost—please contact a member of our Securities and Capital Markets Group.

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