

# 2015 Securities Regulation Primer: The Nuts and Bolts of a *Private Private* Placement

February 11, 2015 • Cityplace Conference Center • Dallas, TX

Wednesday Afternoon, Feb. 11, 2015

**Presiding Officer:**

**Shanna Nugent**, The Law Offices of Shanna Nugent, P.C. - Addison, TX

12:00 pm	<b>Registration Opens</b>  Includes light refreshments.
12:55 pm	<b>Welcoming Remarks</b>
1:00 pm 0.75 hr	<b>Let's Raise Some Money!</b>  An overview of securities law and when to do a 506(b) Private Placement.  Christina W. Marshall, Haynes and Boone, LLP - Richardson, TX
1:45 pm 0.50 hr	<b>What Does "Private" Mean (Anymore): What Is Legal?</b>  What is public solicitation? When does the use of the internet or social media constitute public solicitation? How do you handle a client who "gun jumps" the private placement? What is a substantial preexisting relationship? How do you pre-qualify investors? Learn the answers to these questions and review a sample investor questionnaire.  Jason M. Daniel, Akin Gump Strauss Hauer & Feld LLP - Dallas, TX
2:15 pm 0.50 hr	<b>What Does "Private" Mean: Communication to the Market and Selling the Offering</b>  How do you attract attention to your securities if you cannot publicly solicit? Where do you find potential investors? What is the role of crowdfunding intermediaries?  Joy Schoffler, Leverage PR - Austin, TX
2:45 pm	<b>Break</b>
3:00 pm 0.75 hr	<b>What You Owe Investors: Disclosure of Information</b>  What disclosure is required in a private placement? What is a Private Placement Memorandum (PPM) and what information must it contain? What are the different disclosure requirements for an accredited investor versus an unaccredited investor? Learn how to craft certain sections of a PPM, including descriptions of the offering, the company, the principals, and the industry.  Alex Frutos, Jackson Walker L.L.P. - Dallas, TX

3:45 pm 0.75 hr	<p><b>What You Owe Investors: What Are the Real Risks of the Investment?</b></p> <p>In drafting the private placement memorandum, how do you decide which risk factors to include? Learn how to draft specific risk factors for the deal and what risk factors you should include in almost every private placement memorandum.</p> <p>Moderator: Carol Bavousett Mattick, CBM PLLC - Austin and San Antonio, TX</p> <p>Panelists: Richard A. Tulli, Gardere Wynne Sewell LLP - Dallas, TX Wayne M. Whitaker, Whitaker Chalk Swindle &amp; Schwartz PLLC - Fort Worth, TX</p>
4:30 pm	<b>Break</b>
4:45 pm 0.50 hr	<p><b>How the Investor Obligates Him or Herself: Subscription Agreements</b></p> <p>Who is a suitable investor and how does he or she become obligated to invest? What are “bad boy” representations and how do they affect the private placement? Learn the issues involved with having certain types of investors, e.g. individuals, entities, IRAs and trusts, and review a sample subscription agreement.</p> <p>George T. Lee III, Gardere Wynne Sewell LLP - Dallas, TX</p>
5:15 pm 0.50 hr	<p><b>Trying to Keep Track: Form D and Blue Sky Laws</b></p> <p>Learn how to electronically file Form D with the SEC and how to comply with state "blue sky" laws. Review sample Form Ds and notice filing documents, and discuss timelines and mandatory amendments.</p> <p>J.R. Morgan, J.R. Morgan LLP - Austin, TX</p>
5:45 pm	<b>Adjourn</b>