

MSF CLIENT ALERT

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Private Offerings and the COVID-19 Pandemic

Meister Seelig & Fein LLP is equipped to assist you as needed during this unprecedented time. We take pride in our strong client relationships and are prepared to assist you around the clock as you navigate this rapidly changing landscape.

The COVID-19 Pandemic has had an enormous and evolving global economic and humanitarian impact. In light of the uncertainties raised by this rapidly unfolding crisis, many public and private companies have put their capital-raising efforts on hold. Companies which have decided to proceed with private offerings of their securities should carefully review their offering documents to ensure that they contain full disclosure of the impact of the COVID-19 virus on their business and operations

The Securities and Exchange Commission (the "SEC") has provided some guidance on this topic in a recently-issued order which granted publicly traded companies an additional 45 days to file certain disclosure reports that would otherwise have been due between March 1 and April 30, 2020. In announcing the regulatory relief, SEC Chairman Jay Clayton stated that "We also remind all companies to provide investors with insight regarding their assessment of, and plans for addressing, material risks to their business and operations resulting from the coronavirus to the fullest extent practicable to keep investors and markets informed of material developments. How companies plan and respond to the events as they unfold can be material to an investment

decision.: The same types of information should be provided to investors in private offerings.

The material risks and other considerations posed by the coronavirus may vary with the industry involved. For example, an owner of commercial or residential real estate should consider, among other factors, the impact of non-payment of rent and/or eviction moratoriums on its business. Other companies may need to revisit their projections and the time and cash necessary to attain their financial milestones. What impact will tightening credit availability, or failure to raise the maximum offering proceeds, have on the issuer? Companies might also want to discuss the human impact of the coronavirus on their operations, from the standpoint of both their own personnel and their target customers. There is no "one size fits all," and each company should prepare appropriate disclosure for its particular circumstances.

All issuers should anticipate that raising capital in the current environment will take longer than initially anticipated and budget accordingly. As well, a company which has already filed a Form D with the SEC should consider whether revisions to the terms of its offering require an amendment to its Form D.

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For more information or if you have any questions about how this new development may affect your business, please contact the MSF Corporate team.

Let Us Know How We Can Help



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Additional COVID-19 Resources

[MSF Coronavirus Guidance Hub](#)

[Coronavirus Guidance -Corporate](#)

[What Every Employer Needs To Know](#)

[Coronavirus Guidance – Paid Sick Leave](#)

[New COVID-19 Protections for New York Employees signed on March 18, 2020](#)

[Coronavirus Guidance - Real Estate](#)

[Coronavirus Guidance – Taxation & Estates](#)