

Public Company Responsibilities Memorandum

A Practical Guidance® Template by Anna Pinedo, Jason Parsont, and Marc Leong,
Mayer Brown LLP



Anna Pinedo
Mayer Brown LLP



Jason Parsont
Mayer Brown LLP



Marc Leong
Mayer Brown LLP

certifying these filings. It also addresses proxy statement requirements, annual meeting logistics, and corporate governance standards such as audit and compensation committee composition, whistleblower protections, and codes of ethics. Additional topics include insider trading restrictions, beneficial ownership reporting, short-swing profit rules, and pre-clearance procedures for securities transactions. This memorandum highlights the significance of maintaining ethical standards and transparency in corporate operations and underscores the personal liability directors and officers may face for material misstatements or omissions, including civil and criminal penalties. The memorandum also includes drafting notes for tailoring the content to the company's specific circumstances.

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This template memorandum is a comprehensive document intended to educate directors and officers of a newly public company about their legal and regulatory obligations under U.S. federal securities laws. It outlines the regulatory framework applicable to public companies, including the Securities Act of 1933, the Securities Exchange Act of 1934, Sarbanes-Oxley, and Dodd-Frank. The memorandum explains the company's periodic and current reporting obligations, such as filing annual, quarterly, and current reports, including Forms 10-K, 10-Q, and 8-K, with the U.S. Securities and Exchange Commission (SEC), and details the roles and liabilities of directors and officers in preparing and

Anna Pinedo, Partner, Mayer Brown LLP

Anna Pinedo represents issuers, investment banks and other financial intermediaries as well as investors in financing transactions, including public offerings and private placements of equity, equity-linked and debt securities. She also advises on structured products and derivatives matters.

Anna works closely with financial institutions to create and structure innovative financing techniques, including new securities distribution methodologies and financial products. She has particular financing experience in certain industries, including technology, telecommunications, healthcare, financial institutions, REITs and consumer and specialty finance. Anna has worked closely with foreign private issuers in their securities offerings in the United States and in the Euro markets. She also works with financial institutions in connection with international offerings of equity and debt securities, equity- and credit-linked notes, and hybrid and structured products, as well as medium term note and other continuous offering programs.

In the derivatives area, Anna counsels a number of major financial institutions acting as dealers and participants in the commodities and derivatives markets. She advises on structuring issues as well as on regulatory issues, including those arising under the Dodd-Frank Act. Her work focuses on foreign exchange, equity and credit derivatives products, and structured derivatives transactions. Anna has experience with a wide range of transactions and structures, including collars, swaps, forward and accelerated repurchases, forward sales, hybrid preferred stock and off-balance sheet structures. She also has advised derivatives dealers regarding their Internet sites and other Internet and electronic signature/delivery issues, as well as on compliance matters.

Jason Parsont, Partner, Mayer Brown LLP

Jason W. Parsont maintains a broad capital markets practice, advising on registered and exempt offerings of securities across industries, including real estate/REITs, mortgage and specialty finance, financial services, data centers, energy, consumer goods and aviation. He advises issuers, underwriters, investors and other parties in capital-raising and liability management transactions, including initial public offerings, at-the-market offering programs, follow-on common and preferred stock offerings, convertible and exchangeable notes offerings, investment-grade and high-yield debt offerings, debt tender and exchange offers and investments in private equity and debt. He also assists domestic and foreign private issuers with ongoing securities law compliance requirements, SEC public reporting obligations, listing standards of the major US stock exchanges and other governance matters.

Jason has been recognized by *The Legal 500 US* for his work with REITs. Prior to joining the firm, he was a partner at another international law firm in New York. Jason clerked for the Honorable Paul C. Huck of the United States District Court for the Southern District of Florida and was a lecturer-in-law at Columbia Law School.

Marc Leong, Associate, Mayer Brown LLP

Marc Leong is an associate in Mayer Brown's New York office and a member of the Corporate & Securities practice.

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