

Securities Regulation Compliance

PRACTICE CONTACTS

Gary P. Kreider
TEL: (513) 579-6411

F. Mark Reuter
TEL: (513) 579-6469

Mark A. Weiss
TEL: (513) 579-6599

RELATED PRACTICES

Business Consulting
Services

Business Planning &
Formation

Business Taxation

Intellectual Property

Mergers & Acquisitions

Private Equity / Venture
Capital

Private Placements

Public Offerings

We currently advise numerous publicly traded companies on securities law compliance matters. In addition, we provide the following services:

- Assist clients with their ongoing obligations under the SEC's periodic reporting system
- Advise executives and boards of directors of publicly held clients about their ongoing obligations under the federal securities laws, Sarbanes-Oxley Act, Dodd-Frank Wall Street Reform and Consumer Protection Act, stock exchange rules and corporate law developmentsManage sensitive disclosure issues
- Prepare proxy statements
- Handle stockholder meetings

EXPERIENCE

- KMK represented The Midland Company in connection with its merger with and into Munich Re Insurance through its subsidiary Munich-American Holding Corporation in 2008. The transaction value approximated \$1.4 billion in connection with the disposition of Midland's securities. KMK also represented The Midland Company in connection with offerings of equity, debt and trust preferred securities in transaction values in the hundred of millions of dollars.
- Along with other securities offerings, KMK recently has represented Kendle International Inc. in connection with the issuance of \$250 million in principal amount of Senior Convertible Notes with additional and related convertible bond hedge and warrant derivative transactions. KMK has also represented Kendle in its acquisition of certain Phase II through IV businesses from Charles River Laboratories, Inc. in a stapled financing transaction involving UBS Securities LLC. The transaction value was \$225 million.
- KMK regularly represents American Financial Group, Inc. in connection with its offerings and exchanges of securities. Recent transactions include a Rule 144A offering and subsequent registration of convertible subordinated notes in the principal amount of \$500 million, and a registered sale of \$150 million of common stock, and a registered offering and New York Stock Exchange listing of \$132 million of senior notes.

NEWS

- Keating Muething & Klekamp Is the Top-Listed Law Firm in Ohio and in Cincinnati in a Number of Areas According to The Best Lawyers in America 2012
- Keating Muething & Klekamp Named a 2011 "Go-To" Law Firm
- Keating Muething & Klekamp Receives 12 First Tier Rankings in Best Law Firms Survey (Metropolitan Cincinnati) by U.S. News Media Group and Best Lawyers

Securities Regulation Compliance (Continued)

EVENTS

- Securities Law Update, Cincinnati Bar Association, November 12, 2009
- Key Issues Facing Boards of Directors: Challenges of Securities Regulation, Risk Management & Liability, Directors Roundtable, August 19, 2009

PUBLICATIONS

- ISS Announces GRId 2.0 and Publishes 2012 Pay-for-Performance Whitepaper, December 21, 2011
- Securities and Exchange Commission Adopts Say-on-Pay, January 27, 2011
- Legal Alert: Securities and Exchange Commission Adopts Proxy Access, August 27, 2010
- Financial Reform Act Triggers Significant New Executive Compensation Requirements, July 21, 2010
- U.S. Senate Passes Consumer Financial Protection Act of 2010, June 2, 2010
- SEC Approves Proxy Disclosure Enhancements, December 17, 2009
- Effective and Pending Initiatives for the Upcoming Proxy Season, October 28, 2009
- Panel: SEC Proposals Overreaction to Financial Crisis, *Cincinnati Business Courier*, August 21, 2009
- Comment Letter to Securities and Exchange Commission on Proposal on Proxy Access, August 17, 2009
- Legal Alert: SEC Approves NYSE Proposal on Broker Discretionary Voting, July 7, 2009
- Legal Alert: 2009 SEC and Other Initiatives Under Consideration, June 1, 2009
- 2009 Executive Compensation Issues and Disclosures Recent Developments in Advance Notice Provisions Reminder About E-Proxy, January 6, 2009
- The Bylaw Groundswell: Advance Notice Provisions in the Wake of CSX, *November 2008 Insights; The Corporate & Securities Law Advisor, Volume 22 Number 11*, December 15, 2008
- Loopholes Provide Activist Securityholders Unfair Advantages in Takeover Contests; How Targets Can Fight Back, *Corporation by Aspen Publishers, August 1, 2008, Lexis Nexis Corporate and Securities Webcenter for Expert Commentaries*, July 25, 2008
- Perils of Ambiguous Advance Notice Provisions, *Lexis Nexis Corporate and Securities Webcenter for Expert Commentaries*, July 25, 2008