

Capital Markets & Securities: A Consistent Record of Success

The **Capital Markets & Securities** group has assisted diverse clients in closing a large number of successful transactions that have helped these businesses meet their strategic goals.

2020 representations include:

- **June 2020** Represented Provention Bio, Inc. (Nasdaq: PRVB), a biopharmaceutical company dedicated to intercepting and preventing immune-mediated diseases, in connection with a \$110 million underwritten public offering of common stock. Represented H.C. Wainwright & Co., as exclusive lead placement agent, in connection with a \$25 million public offering of common stock for Actinium Pharmaceuticals, Inc. (NYSE: ATNM), a clinical-stage biopharmaceutical company. Represented Zomedica Pharmaceuticals Corp. (NYSE: ZOM), a veterinary diagnostic and pharmaceutical company, in a \$20 million public offering of common stock and warrants. H.C. Wainwright & Co. acted as exclusive placement agent for the offering. Represented Oppenheimer & Co., as sole book-running manager, in connection with a \$20 million underwritten offering of common stock and warrants for Brickell Biotech, Inc., (NASDAQ: BBI), a clinical-stage pharmaceutical company focused on developing innovative and differentiated prescription therapeutics for the treatment of debilitating skin diseases. Served as local counsel to National Fuel Gas Company, a diversified energy company engaged principally in the production, gathering, transportation, distribution, and marketing of natural gas, in connection with a \$172.6 million underwritten public offering and sale of common stock. Served as local counsel to National Fuel Gas Company, a diversified energy company engaged principally in the production, gathering, transportation, distribution, and marketing of natural gas, in connection with a \$500 million public offering and sale of Notes due 2026.
- **May 2020** Represented The Benchmark Company as sole-book running manager in connection with a \$5 million underwritten public offering of common stock of Hoth Therapeutics, Inc. (NASDAQ: HOTH). Represented Zomedica Pharmaceuticals Corp. (NYSE: ZOM), a veterinary diagnostic and pharmaceutical company, in a \$20 million public offering of common stock and warrants. Represented Timber Pharmaceuticals LLC, a privately held biopharmaceutical company focused on the development and commercialization of treatments for orphan dermatologic diseases, in connection with a \$25 million private placement of common stock and warrants. Represented Corbus Pharmaceuticals Holdings, Inc., a clinical-stage drug development company pioneering transformative medicines that target the endocannabinoid system, in connection with an at-the-market offering of common stock of up to \$75 million. Represented Delcath Systems, Inc. (NASDAQ: DCTH), an interventional oncology company focused on the treatment of rare primary and metastatic cancers of the liver, in a \$22 million underwritten public offering of shares and warrants and uplisting to the Nasdaq Capital Market.
- **April 2020** Represented Zomedica Pharmaceuticals Corp., (NYSE: ZOM), a veterinary diagnostic and pharmaceutical company, in connection with a public offering of common shares and warrants. Represented Oppenheimer & Co. Inc. as sales agent in connection with an at the market offering of common stock of Brickell Biotech, Inc. (NASDAQ: BBI), a clinical-stage pharmaceutical company focused on developing innovative and differentiated prescription therapeutics for the treatment of debilitating skin diseases. Represented H.C. Wainwright & Co. as the sole book-running manager in connection with the \$31.6 million underwritten public offering of common stock of Actinium Pharmaceuticals, Inc. (NYSE: ATNM), a clinical-stage biopharmaceutical company developing Antibody Radiation-Conjugates. Represented Roth Capital Partners, LLC as underwriter in connection with an underwritten offering of common stock of Reed's Inc. (NASDAQ: REED), a producer of all-natural craft sodas and ginger candy. Represented Tonix Pharmaceuticals Holding Corp. (NASDAQ: TNXP), a clinical-stage biopharmaceutical company focused on discovering and developing small molecules and biologics to treat pain, addiction and psychiatric conditions, in connection with an at the market offering of up to \$50 million. Represented Sonnet BioTherapeutics, Inc., a privately-held clinical stage biopharmaceutical company developing innovative targeted biologic drugs, in connection with its merger with Chanticleer Holdings, Inc. to form a company operating under the name Sonnet BioTherapeutics Holdings, Inc., with its shares trading on the Nasdaq Capital Market under the ticker symbol "SONN" and in connection with a private placement and the acquisition of the global development rights for Atexakin Alfa from Relief Therapeutics SA.
- **March 2020** Represented National Securities Corporation as underwriter in connection with a \$21 million underwritten public offering of common shares of Oramed Pharmaceuticals Inc. (Nasdaq: ORMP), a clinical-stage pharmaceutical company focused on the development of oral drug delivery systems. Represented H.C. Wainwright & Co. in connection with an underwritten public offering of shares of common stock and warrants to purchase common stock of Novan, Inc., clinical development-stage biotechnology company focused on leveraging nitric oxide's naturally occurring anti-microbial and immunomodulatory mechanisms of action to treat a range of diseases with significant unmet needs. Represented H.C. Wainwright & Co. as placement agent in connection with a registered direct offering of common stock of Novan, Inc., a clinical development-stage biotechnology. Represented Helius Medical Technologies, Inc., neurotech company focused on neurological wellness, in connection with registered direct offering of common stock and warrants. H.C. Wainwright & Co. acted as the exclusive placement agent for the offering. Represented Laidlaw & Company (UK) Ltd. as underwriter in connection with a best efforts public offering of common stock of Hoth Therapeutics, Inc., a clinical-stage biopharmaceutical company focused on developing new generation therapies for dermatological disorders. Represented Special Situations Funds as lead investor in connection with a registered direct offering of common stock for Eton Pharmaceuticals, Inc. (NASDAQ: ETON), a specialty pharmaceutical company that focuses on developing and commercializing pharmaceutical products.
- **February 2020** Represented Oppenheimer & Co. Inc. as sole underwriter in an underwritten public offering of \$26.5 million of common stock for Catabasis Pharmaceuticals, Inc. (Nasdaq: CATB), a clinical-stage biopharmaceutical company. Represented Oppenheimer & Co. Inc. as placement agent in a registered direct offering of shares and warrants for Moleculin Biotech, Inc., a clinical stage pharmaceutical company focused on the development of a broad portfolio of oncology drug candidates for the treatment of highly resistant tumors. Represented Corbus Pharmaceuticals Holdings, Inc., a clinical-stage pharmaceutical company focused on the development and commercialization of novel therapeutics to treat rare, chronic and serious inflammatory and fibrotic diseases, in connection with a \$46 million underwritten public offering of common stock. Represented Tonix Pharmaceuticals Holding Corp. (Nasdaq: TNXP), a clinical-stage biopharmaceutical company focused on discovering and developing small molecules and biologics to treat pain, addiction and psychiatric conditions, in an underwritten public offering of Class A Units

comprised of common stock and warrants and Class B Units comprised of Series B Preferred Stock and warrants. Represented Roth Capital Partners as sole book-running manager in an underwritten public offering of common stock and warrants of Myomo, Inc. (NYSE: MYO), a wearable medical robotics company that offers expanded mobility for those suffering from neurological disorders and upper limb paralysis. Represented Zomedica Pharmaceuticals Corp. (NYSE: ZOM), a veterinary diagnostic and pharmaceutical company, in a registered direct offering of common stock and warrants. Represented Laidlaw & Company (UK) Ltd. as underwriter in connection with an underwritten public offering of common shares of BioSig Technologies, Inc., a medical technology company commercializing a proprietary biomedical signal processing platform designed to improve the electrophysiology (EP) marketplace. Represented Tonix Pharmaceuticals Holding Corp. (Nasdaq: TNXP), a clinical-stage biopharmaceutical company focused on discovering and developing pharmaceutical products to treat serious neuropsychiatric conditions and improving biodefense, in connection with a \$16 million registered direct offering of common stock.

- **January 2020** Represented Matinas BioPharma Holdings, Inc. (NYSE:MTNB) in connection with a clinical stage biopharmaceutical company focused on development of its lead product candidate, MAT9001, for the treatment of cardiovascular and metabolic conditions, in connection with an approximately \$50 million public offering of common stock. Represented H.C. Wainwright & Co. as exclusive placement agent in a registered direct offering priced at-the-market of common stock, pre-funded warrants and common stock warrants of Tetrphase Pharmaceuticals, Inc. (Nasdaq: TTPH). Represented H.C. Wainwright & Co. as exclusive placement agent in a private placement priced at-the-market of common stock, pre-funded warrants and common stock warrants of Tetrphase Pharmaceuticals, Inc. (Nasdaq: TTPH)

About the Capital Markets & Securities Practice

Private and public capital markets transactions can play a vital role in funding a company's growth strategy and provide a significant competitive advantage. Accessing the capital markets demands sophisticated legal advisors who are attuned to regulatory and financial markets trends—and who can efficiently negotiate and close the deal.

Our Capital Markets & Securities group works primarily with issuers and underwriters on the full spectrum of offerings, including:

- Initial public offerings (IPOs)
- Follow-on offerings
- Confidentially marketed public offerings (CMPOs)
- Registered directs (RDs)
- Private investments in public equity (PIPE) transactions
- At-the-market offerings (ATMs)
- Convertible equity and debt offerings
- Other financing strategies

Our partners and other senior practitioners are extensively involved in deals from beginning to end, offering a level of engagement that many other firms do not provide.

The group works closely with clients across a broad range of industries and across various stages in their life cycles as emerging growth and public companies. Major investment banks that underwrite offerings appreciate working with our lawyers, who collectively have closed hundreds of deals and are quickly able to identify and address disruptive factors to smooth the path forward. Issuers, especially those launching their IPOs, appreciate how our team provides both legal insight and business-savvy guidance through this complex process. The group's ongoing dialogues with the SEC, Nasdaq, and NYSE American help facilitate solutions if problems arise.

Many of our capital markets lawyers contribute to clients' strategic success through the firm's Transactions & Advisory Group. This collaborative unit offers clients an integrated legal solution for executing transactions and managing the related corporate governance and compliance issues.

HONORS & AWARDS

> **PIPEs Report: PIPE's Report's League Tables (2019-2020)**

Lowenstein ranked second for Placement Agent Legal Counsel, sixth for Investor Legal Counsel, and tenth for Issuer Legal Counsel by number of placements advised. (Q1 2020) Lowenstein ranked among the top 10 legal counsel for total placements across all categories: investors, issuers, and placement agents. Ranked fourth for Placement Agent Legal Counsel, sixth for Investor Legal Counsel, and eighth for Issuer Legal Counsel. (2019)

> **PrivateRaise.com and Placement Tracker (2008-2012)**

Consistently ranked among the nation's leading firms for representing placement agents and investors in Private Investments in Public Equity (PIPE) transactions and for representing PIPE investors