Going Public Checklist

This going public checklist for IPOs, DPOs and reverse mergers helps founders, management and advisers organize the records and decisions required for a securities transaction. Select a transaction route and intended trading market with counsel; becoming a reporting company, raising capital and establishing a trading market are separate workstreams.

How to use this checklist: identify the supporting record and responsible person for each item. Mark an item complete only after the relevant records and analysis have been reviewed. Note unresolved matters for counsel.

Choose the transaction and assemble the team

- ☐ Define the business objective, capital needs, proposed route and target market; identify decisions that remain open.
- ☐ Engage securities counsel and an appropriately qualified auditor; identify any underwriter, placement agent, transfer agent and other required participants.
- ☐ Prepare a realistic transaction budget and a budget for the first year of reporting and market compliance.

Verify the company and its securities

- ☐ Reconcile the capitalization table to corporate approvals, issuance records, transfers, outstanding debt, options and warrants.
- ☐ Collect the evidence and exemption analysis for prior securities issuances; flag missing records and disputed ownership.
- ☐ Confirm entity standing, subsidiaries, ownership of material assets and intellectual property, and material contracts and disputes.

Prepare financial statements and disclosure

- ☐ Confirm required financial-statement periods, audit standards, interim information, accounting framework and any pro forma information with counsel and auditors.
- ☐ Create a disclosure record covering the business, management, related parties, risks, liquidity, use of proceeds and financing arrangements.
- ☐ Coordinate registration, transaction approvals, communications restrictions and the SEC review process; do not assume SEC effectiveness guarantees trading.

Plan the market and continuing obligations

- ☐ Assess the specific exchange or OTC requirements, qualifying holders and float, governance, background review and anticipated capitalization.
- ☐ Review any shell history and resale restrictions; obtain advice on the proposed distribution and registration or exemption for each transaction.
- ☐ Assign responsibility for reporting, disclosure controls, beneficial ownership filings and required market notifications after closing.

Want us to review your company’s going-public preparation against this checklist? Call 561-416-8956 or email Hamilton & Associates Law Group, P.A. at info@securitieslawyer101.com.