

This program counts towards **The Osgoode Certificate in Securities Law and Practice.**

# THE OSGOODE PD INTENSIVE SHORT COURSE IN EQUITY FINANCING TRANSACTIONS

Equity financing is the lifeblood of many corporations. Get the vital knowledge and skills you need to navigate a successful transaction.

Engage with top industry experts and get a comprehensive, practical overview of the complex array of regulations and rules affecting equity financings, including:

- Understanding the different sources, strategies, options, and types of transactions available
- Tactics for marketing the IPO and avoiding liability
- How to structure an initial and second round equity financing and pre-IPO rights
- Current trends in IPO practice – post-IPO equity financings, short form offerings, private placements and PIPE financings
- The rise of at-the-market offerings and considerations for significant acquisitions
- How to use subscription and instalment receipts as tools to facilitate M&A equity offerings with long lead times

## PROGRAM CHAIR

John Wilkin  
Blake Cassels & Graydon LLP

## REGISTRATION OPTIONS

Friday, November 19, 2021:  
Online – Live, interactive  
9:00 a.m. – 4:45 p.m. ET

OR

Friday, January 14, 2022:  
Online Replay  
9:00 a.m. – 4:45 p.m. ET

*Can't make the date?*  
*Registration includes 120-day unlimited, online access to the recorded program.*

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transactions](https://osgoodepd.ca/equity-financing-transactions)

THE OSGOODEPD INTENSIVE SHORT COURSE IN

# Equity Financing Transactions

Capital markets are surging, and the number of IPOs are on the rise. Your client's business strategy depends on successful equity financing.

As a professional who works in or advises on securities and securities law related matters, your company and clients depend on you to have knowledge and skills that are both comprehensive and up to date.

Developed with leading experts, this practical OsgoodePD program was designed to give you the skills and confidence you need in this vital area of securities and corporate law. Using current, real-life examples, you will learn how to navigate through the complex maze of regulations and rules affecting equity financings and examine the array of different strategies, options, and types of transactions available.

With the economy reopening post-pandemic, now is the time to ensure you are ready for the challenges and opportunities ahead.

## What You'll Learn

- Key business drivers for raising equity capital over the business cycle
- Typical structures of an initial and second round equity financing, including pre-IPO rights (governance, registration rights)
- Strategies when preparing the issuer for an IPO, including: a review of the technical regulatory requirements and process, liability and marketing the IPO
- Current trends in IPO practice
- Post-IPO equity financings, including:
  - the short form prospectus system and short form offerings
  - private placements and PIPE (private investment in public equity) financings
- How to use base shelf prospectus as an efficient platform, including review of regulatory framework and rise of at-the-market offerings
- Considerations for financing large or significant acquisitions
- Strategies when using subscription and instalment receipts

## Who Should Attend

- Securities and corporate lawyers – all experience levels
- Finance professionals – analysts, financial advisors (CFAs), accountants, compliance officers
- Investment bankers
- Regulators – counsel, compliance officers

## Agenda

9:00 a.m.

### Welcome and Introduction

#### John Wilkin

Partner, Blake, Cassels & Graydon LLP

9:10 a.m.

### Raising Equity Capital in Canada: Overview and Latest Developments

#### John Wilkin

Partner, Blake, Cassels & Graydon LLP

#### James Obright

Managing Director, Equity Capital Markets, RBC Capital Markets

This opening session will cover the regulatory and legal landscape with comprehensive overviews of principal concepts and elements of equity financing transactions, including:

- Equity capital markets in Canada
- Current sources of equity capital
- Key business drivers for raising equity capital over the business cycle

10:00 a.m.

### Pre-IPO Early Stage Financing

#### Linda Misetich Dann

Partner, Bennett Jones LLP

Focused on the sources of capital for startups and early-stage growth companies, we will review the regulatory framework for private placements, market practice, as well as common rights provided to angel investors and private equity firms. Potential conflicts and ethical challenges will be explored, in addition to:

- An overview of the typical structures of an initial and second round equity financing
- Pre-IPO rights (governance, registration rights)

11:15 a.m.

Break

11:30 a.m.

## The IPO: Critical Steps and Current Trends

### Tim Andison

Partner, Blake, Cassels & Graydon LLP

### Catherine Youdan

Partner, Blake, Cassels & Graydon LLP

Referencing real-life examples, you will analyze the key stages in preparing for and executing an IPO, while also taking a close look at the technical regulatory requirements and process of review (including the rise of the confidential pre-file system), prospectus liability, the marketing process, and closing matters. Current trends in IPO practice will also be addressed. Other topics include:

- Preparing the issuer for an IPO
- Long form prospectus process and liability
  - (i) timeline
  - (ii) prospectus drafting
  - (iii) regulatory requirements and review process
  - (iv) liability and due diligence
- Marketing the IPO
  - (i) Quiet period and restricted period
  - (ii) Testing the waters and marketing
  - (iii) Pricing and underwriting or agency agreement
- Stock exchange matters
- Closing and post-closing matters
- Current trends

1:00 p.m.

Lunch

1:30 p.m.

## Post-IPO Equity Financings

### Glen R. Johnson

Partner, Torys LLP

### Rima Ramchandani

Partner, Torys LLP

Take a deep dive in the typical structures used by issuers when raising common equity following an IPO, including:

- The short form prospectus system and short form offerings, including marketing alternatives – fully marketed, over-night marketed and bought deals
- Private placements and PIPE (private investment in public equity) financings

2:30 p.m.

## Base Shelf Prospectuses

### Sean Vanderpol

Partner, Stikeman Elliott LLP

The base shelf prospectus is an efficient platform for equity financing and the use of proceeds to manage working capital, as well as balance sheet requirements.

This session will review the distinct features of the base shelf regulatory framework, including:

- Base shelf prospectuses and prospectus supplement regulations
- Rise of at-the-market programs and offerings

3:30 p.m.

Break

3:45 p.m.

## Equity Finance for Acquisitions

### Rosalind Hunter

Partner, Osler Hoskin & Harcourt LLP

### Michael Innes

Partner, Osler Hoskin & Harcourt LLP

What are the specific considerations for financing significant or large acquisitions? This session will provide a thorough briefing in this topic, including a look at regulatory considerations such as financial statement requirements and achieving prospectus level disclosure with respect to the target and managing due diligence.

In addition, examples such as the Intact financing of the RSA acquisition will be illustrated.

- Considerations in private placements and prospectus offerings for significant acquisitions
- Subscription and instalment receipts – how can these facilitate an M&A equity offering with long lead time

4:45 p.m.

## Wrap-up and concluding remarks

Complete this course, along with three (3) others and an online assessment to obtain **The Osgoode Certificate in Securities Law and Practice**. Visit [osgoodepd.ca/securities-certificate](https://osgoodepd.ca/securities-certificate) for more details.

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# Program Chair

John Wilkin

Blake, Cassels & Graydon LLP

## Instructors

**Tim Andison**

Partner, Blake, Cassels & Graydon LLP

**Linda Misetich Dann**

Bennett Jones LLP

**Rosalind Hunter**

Osler Hoskin & Harcourt LLP

**Michael Innes**

Osler Hoskin & Harcourt LLP

**Glen R. Johnson**

Torys LLP

**James Obright**

Managing Director,  
Equity Capital Markets,  
RBC Capital Markets

**Rima Ramchandani**

Torys LLP

**Sean Vanderpol**

Stikeman Elliott LLP

**John Wilkin**

Blake, Cassels & Graydon LLP

**Catherine Youdan**

Blake, Cassels & Graydon LLP

Here's what participants from our recent  
OPD securities law programs had to say:

*“Excellent subject matter, timely, informed  
and articulate”*

*“Thorough overview of Canadian securities  
law regime”*

*“I found the sessions incredibly informative!”*

*“The organization and content has been  
amazing”*

## Registration Details

**Fee Per Delegate: \$795 + TAX**

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*\*This fee applies to newly licensed professionals within the past 2 years*

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We will make every effort to present the program as advertised, but it may be necessary to change the date, location, speakers or content with little or no notice. In the event of program cancellation, York University's and Osgoode Hall Law School's liability is limited to reimbursement of paid fees.

### Cancellations and Substitutions

Substitution of registrants is permitted at any time. If you are unable to find a substitute, a full refund is available if a cancellation request is received in writing 14 days prior to the program date. If a cancellation request is made with less than 14 days notice, a \$75 administration fee will apply. No other refund is available.



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