

J. Nicholas Hoover

Counsel

Baltimore

Biography

Nick Hoover counsels public and private companies on matters of varying complexity and sensitivity related to Securities and Exchange Commission disclosure, compliance with securities laws and regulations, equity and debt offerings, and corporate governance.

His transactional experience includes equity and debt financings that range from registered offerings – including IPOs, other underwritten offerings, registered direct offerings, and secondary offerings – to private placements of common and preferred equity and convertible and non-convertible notes. He also has experience with mergers and acquisitions and joint ventures.

Nick focuses in particular on helping life sciences companies navigate the unique needs of their industry, while also advising organizations in other fields, including technology, media, education, and aerospace and defense. Nick has worked with NYSE and Nasdaq listed entities ranging from smaller reporting and emerging growth companies to the Fortune 500.

Prior to becoming a lawyer, Nick wrote for an information technology news publication. Nick worked full time as a reporter during law school, receiving the University of Maryland's Larry P. Shoda award for scholastic excellence and special commitment required of evening students. During that time he was also executive articles editor for the *Journal of Business and Technology Law*.



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Practices

Capital Markets

Corporate Governance and Public
Company Representation

Joint Ventures

Mergers and Acquisitions

Securities and Public Company
Advisory

Industries

Life Sciences and Health Care

Technology and Telecoms

Education

Areas of focus

Raising Debt Capital

Representative experience

Advised NextCure, Inc. (Nasdaq: NXTC) on its US\$86.25m initial public offering.

Advised Twenty-First Century Fox, Inc. on various debt offerings and corporate governance and disclosure matters.

Advised TESARO, Inc. on follow-on equity offerings, a convertible notes offering, corporate governance and disclosure matters, and its acquisition.

Advised Vaccinex, Inc. on its initial public offering.

Awards and rankings

- Healthcare: Life Sciences, Recommended, *Legal 500 US*, 2020
- Rising Star, *Maryland Super Lawyers*, 2021

Latest thinking and events

- News
 - SEC rule amendments require proxy disclosure of executive pay versus performance
- News
 - SEC rule amendments to require electronic submission of Form 144 filings and “glossy” annual reports
- News
 - SEC proposes expansive climate-related disclosure rules
- News
 - SEC proposes significant new cybersecurity disclosure requirements
- News
 - SEC proposes climate-related disclosure rules
- News
 - SEC proposes modernization of beneficial ownership reporting rules under Exchange Act Section 13

Raising Equity Capital

Section 16 Advice

Stock Exchange Listings and Regulatory Compliance

Disclosure and Reporting Obligations

Capital Markets and Tax

Education and admissions

Education

J.D., University of Maryland, Francis King Carey School of Law, summa cum laude, Order of the Coif, 2013

M.A., American University, 2005

B.A., McDaniel College, 2003

Memberships

Member, Maryland Bar Association

Bar admissions and qualifications

Maryland
