

# BEVILACQUA

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## ACCELERATING RESULTS FOR ENTREPRENEURS™





## WE UNDERSTAND ENTREPRENEURS AND BUSINESS LEADERS

At Bevilacqua PLLC, we provide exceptional legal guidance and strategic business solutions at the highest levels and across all industries. Our team is comprised of experienced practitioners who are passionate about serving our clients and dedicated to helping your organization realize its vision. Our attorneys have been solving the most complex and demanding domestic and international financial matters for over two decades. We know what it takes to break new ground and succeed.

No matter the size, scope, or objective, our transactional lawyers have more than 20 years of experience and are motivated by what drives you.

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**OUR TEAM IS COMPRISED OF THE HIGHEST-CALIBER LEGAL PROFESSIONALS, WHO ADD VALUE THAT GOES ABOVE AND BEYOND.**

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*We offer our clients an inside prospective and fresh insights to common challenges.*

*We are entrepreneurs like you and use our business experience to give context to the legal services we provide.*

*We can help you identify opportunities and execute innovative strategies for success.*

*We ensure your organization has all the necessary tools and every option is explored.*

*We take pride in being collaborative and available to exceed your expectations.*

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AT BEVILACQUA PLLC

# WE SEE THINGS DIFFERENTLY

## NEW APPROACHES & CREATIVE SOLUTIONS

We value the entrepreneurial spirit and our business development process is designed to help our clients identify and nurture opportunities, wherever they may be.



# MULTI-INDUSTRY SERVICES AT THE HIGHEST LEVEL

BEVILACQUA PLLC OFFERS A COMPREHENSIVE RANGE OF LEGAL AND BUSINESS SERVICES AT FLAT FEES OR REASONABLE HOURLY RATES.



## GOING PUBLIC

- Capital Generation Strategies
- Initial Public Offerings (IPOs)
- Reverse mergers and Alternative Public Offerings (APOs)
- S-1 Registration Statements for Resale and Self-Underwritten Offerings
- 20-F Registration Statements for Canadian and other Foreign Listed Companies
- Form 10 Registration Statements
- OTC Listing and Compliance
- NYSE and NASDAQ Listing and Compliance

## EQUITY CROWDFUNDING

- JOBS Act (Title II, Title III, and Title IV) Offerings and Compliance
- Identifying Investor Groups, Angel Investors, and Market Influencers
- Advice Regarding Donation-Based and Equity Crowdfunding
- Regulation A and Regulation A+ Compliance
- Private Placement Under Rule 506(c) - General Solicitation and Advertising
- General Compliance for Crowdfunding Portals
- Deal Structuring and Document Preparation

## FINANCING

- Early Stage Financing
- Venture Capital and Private Equity
- Private Placements or Private Investment in Public Equity (PIPEs)
- IPOs
- Follow-on Underwritten Offerings
- Self-Underwritten or Direct Public Offerings
- Registered Direct Offerings
- Credit Facilities and Loan Transactions
- At the Market (ATM) Offerings



## MERGERS & ACQUISITIONS

- Acquisition and Roll Up Transactions
- Divestitures and Spin-Offs
- Exit Strategies through the Sale of Company Shares
- Mergers, Share Exchanges, and Joint Ventures
- Special Purpose Acquisition Companies (SPACs)
- Permanent Capital Acquisition Partnerships (PCAPs)
- Recapitalization Transactions
- Transaction Advice and Counseling
- Sale Preparation and Implementation Strategy



## CRYPTOCURRENCY

- Blockchain Implementation Strategies
- Analysis for potential federal and state law regulatory compliance
- Initial Coin Offerings (ICOs)
- Regulatory Compliance and Securities Token Offerings (STO)
- Structuring Transactions Under Regulation CF; Regulation D, Regulation S; Regulation A; and Rule 506(c)
- Token resale and secondary market (exchange) trading considerations

## BUSINESS FORMATION

- Determining the Optimal Entity Choice
- Incorporation, Formation, and Organization
- Non-Disclosure and Development Agreements
- Stock Option and Other Equity Incentive Plans
- Intellectual Property Assignment Agreements
- Stock or Unit Ledger and Stock or Unit Certificates
- Founder Subscription Agreements
- Indemnity Agreements
- Advisor Agreements
- Obtaining Proper Licenses and Permits

## EXCHANGE ACT COMPLIANCE

- SEC Maintenance and Exchange Act Reporting, including Forms 10-K, 20-F, 10-Q, 8-K, 6-K and proxy and information statements
- Section 16 Compliance and filing of Forms 3, 4, and 5
- Legal Advice Related to Rule 144
- Sarbanes – Oxley Compliance
- Investor Compliance with Schedules 13D and 13G



## GENERAL COUNSEL SERVICES

- Negotiation of business dealings and strategic transactions
- Protecting intellectual property and corporate assets
- Corporate governance and executive compensation agreements
- Identifying and mitigating potential risk and exposure
- Contractual issues, including drafting and dispute resolution
- Employment issues and independent contractor agreements
- Liability, regulatory compliance, and managing litigation concerns
- Due diligence, capital raising transactions, financing, and going public transactions
- Ongoing SEC maintenance (10-Ks, 10-Qs, 8-Ks, 20-Fs, 6-Ks, proxy statements, etc.)
- Mergers, acquisitions and other business combination transactions

LEARN MORE ABOUT OUR SERVICES AT [BEVILACQUA.PLLC.COM](https://www.bevilacqua.com)



# OUR CHINA & ISRAEL PRACTICE GROUPS

Bevilacqua PLLC represents clients in a multitude of industries across the United States and around the globe. This global experience gives us the fluidity to meet your unique business needs in any corner of the world. With an extensive network of connections and comprehensive market know-how, we provide superior legal representation to clients doing business abroad in the People's Republic of China and Israel and to Chinese and Israeli clients that desire to raise capital, acquire businesses or do business in, the United States. Our China Practice Group and our Israel Practice Group afford clients looking to invest in opportunities or do business in either nation, the high caliber legal support and services they need.

## WE REGULARLY ADVISE INTERNATIONAL BUSINESS CLIENTS IN THE FOLLOWING AREAS:

IPOs and Reverse Mergers; Follow-on Public Offerings, Registered Direct Offerings, and PIPEs

National Exchange (NYSE and NASDAQ) and OTC Market Listings

Exchange Act Compliance

Cross-border Mergers and Acquisitions

Joint Ventures and Strategic Alliances involving Public and Private Companies

Due Diligence Services

Inbound and Outbound Investment, Market Entry Strategies, Structuring, Operational Issues and Exit Transactions

# PUBLIC COMPANY CLIENTS

CCIH

**ChinaCache International**  
NASDAQ GLOBAL SELECT MARKET

CBAK

**CBAK Energy**  
NASDAQ GLOBAL MARKET

FCRE

**FC Global Realty**  
NASDAQ CAPITAL MARKET

LTBR

**Lightbridge Corp.**  
NASDAQ CAPITAL MARKET

ICTV

**ICTV Brands**  
OTCQX

VVEY

**Victory Energy**  
OTCQB

CGYG

**China Longyi**  
OTC PINK

NUIN

**Nutrastar International**  
OTC PINK

HOLI

**Hollysys Automation**  
NASDAQ GLOBAL SELECT MARKET

CNIT

**China Information**  
NASDAQ CAPITAL MARKET

KBSF

**KBS Fashion**  
NASDAQ CAPITAL MARKET

AKOM

**Aerkomm Inc.**  
OTCQX

ULNV

**Porter Holding**  
OTCQB

EFSH

**1847 Holdings**  
OTC PINK

CNWHF

**China Networks**  
OTC PINK



# MEET OUR **TEAM**

From financing a startup to going public, and everything in between, our team offers unique legal insight into the marketplace and the creative solutions necessary to meet and exceed your goals.



MR. BEVILACQUA COUNSELS COMPANIES OF EVERY SIZE RANGING FROM ENTREPRENEURS WITH JUST AN IDEA TO ESTABLISHED COMPANIES TRADING ON THE NYSE AND NASDAQ.

20+

MR. SUN HAS ADVISED MORE THAN 20 CHINA-BASED COMPANIES IN CONNECTION WITH THEIR UNDERWRITTEN OFFERINGS, PRIVATE PLACEMENTS AND REVERSE MERGER TRANSACTIONS.



## LOUIS A. BEVILACQUA

### MEMBER

Lou Bevilacqua is the founding member of Bevilacqua PLLC. He is also a co-founder, President, and General Counsel of Digital Offering, a SEC registered broker-dealer and FINRA member and is a registered representative with Cambria Capital, a SEC registered broker-dealer and FINRA member. Mr. Bevilacqua is also a senior advisor to Visionary Private Equity Fund and a member of the board of directors of the Mid Atlantic Angels. Previously, Mr. Bevilacqua was a partner in the Corporate and Securities Group at Pillsbury Winthrop Shaw Pittman LLP. Mr. Bevilacqua counsels companies of every size ranging from entrepreneurs with just an idea to established companies trading on the NYSE and NASDAQ. He has broad experience representing issuers in public offerings and private placements of securities (including private placements under Rule 506(c) of the Securities Act, crowdfunding offerings under Regulation CF and Title III of the JOBS Act, and Regulation A+ offerings), Exchange Act compliance, angel, and venture capital financings, and other areas of equity and debt financing. Mr. Bevilacqua also advises his clients on mergers, acquisitions, and other business combinations, including “roll up” transactions. Mr. Bevilacqua has several years of experience working with microcap public companies whose securities are quoted on the over-the-counter markets, and he understands the special needs of these companies. He also represents companies with international operations, including companies based in the People’s Republic of China and Taiwan, Republic of China, Latin America, Europe, and Australia.

Mr. Bevilacqua graduated Cum Laude from Fordham University and obtained a Juris Doctor from Fordham University School of Law where was a member of the Order of Coif. Mr. Bevilacqua is Chambers ranked in Capital Markets (International Firms) (Experts Based Abroad) and USA Capital Markets: Debt & Equity (Foreign Experts). Mr. Bevilacqua holds Series 7, Series 24 and Series 63 securities registrations with FINRA.

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## KEVIN (QIXIANG) SUN

### MEMBER

Kevin (Qixiang) Sun was a counsel in the Corporate & Securities practice of Pillsbury Winthrop Shaw Pittman LLP and an associate of Thelen LLP before joining Bevilacqua PLLC. Mr. Sun has more than 10 years’ experience representing clients in a variety of aspects of corporate and securities law, with a particular focus on public and private equity finance, securities compliance and mergers and acquisitions. Mr. Sun’s experience includes representation of issuers of securities as well as investors, underwriters and placement agents in connection with both public and private offerings of equity and debt securities. In particular, as a native mandarin speaker, Mr. Sun has advised more than 20 China-based companies in connection with their underwritten offerings, private placements and reverse merger transactions. He also counsels public companies with respect to periodic reporting obligations, corporate governance issues and going private transactions. In addition, Mr. Sun has extensive experience in assisting multiple Over-The-Counter companies in connection with their NASDAQ/NYSE listing applications and their continued listing compliance.

Mr. Sun graduated Cum Laude with a Juris Doctor degree from University of Illinois College of Law where he was an editor of The University of Illinois Journal of Law, Technology & Policy. Mr. Sun obtained an LLM and an LLB from Nanjing University Law School and an MA from University of Denver.

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20+

PAUL LEVITES HAS PRACTICED CORPORATE AND SECURITIES LAW AT LARGE INTERNATIONAL AND SMALL BOUTIQUE LAW FIRMS AS WELL AS IN-HOUSE FOR MORE THAN 20 YEARS.

10+

MARY SHERIDAN IS A CORPORATE & SECURITIES ATTORNEY WITH MORE THAN 10 YEARS OF EXPERIENCE IN THE AREAS OF SECURITIES LAW, CORPORATE COMPLIANCE AND ETHICS, & GENERAL CORPORATE LAW.



## PAUL LEVITES

SENIOR COUNSEL

Paul Levites has practiced corporate and securities law at large international and small boutique law firms as well as in-house for more than 20 years. Mr. Levites has broad experience representing public and private companies in various aspects of US securities law including alternative public offerings, reverse mergers, follow-on acquisitions, public company reporting and '34 Act compliance, registered offerings and private placements, corporate governance, broker-dealer and investment adviser regulation and "blue sky."

Mr. Levites graduated Cum Laude with a Juris Doctor degree from New York Law School and received a master's degree in business administration from the Hebrew University in Jerusalem, Israel. Mr. Levites is the founder/owner of the LinkedIn group titled "US Securities Laws for Israeli Companies +".

### PUBLICATIONS

**Regulation of Crowdfunding in the UK, US, and Israel: A Comparative Review**  
Co-Author: Journal of International Banking and Financial Law | 2016

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## MARY SHERIDAN

SENIOR COUNSEL

Mary Sheridan is a corporate and securities attorney with more than 10 years of experience in the areas of securities law, corporate compliance and ethics, and general corporate law. In addition to her boutique law firm experience, Ms. Sheridan was a senior associate in the Corporate Finance group at Skadden, Arps, Slate, Meagher & Flom, LLP, where her practice focused on capital markets and other corporate transactions. Ms. Sheridan represents issuers and investment banks in public offerings and private placements of equity and debt securities, exchange offers and consent solicitations. She counsels clients with the preparation of SEC filings, corporate governance matters and interactions with security holders, stock exchanges and other regulatory bodies. Ms. Sheridan also advises clients in the review, design and implementation of ethics and compliance programs, including development of codes of conduct, whistleblower procedures, insider trading policies, confidentiality policies, document retention programs and other internal corporate policies.

Ms. Sheridan graduated Cum Laude with a Juris Doctor degree from St. John's University School of Law where she was an editor of the St. John's Law Review.

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MS. RAHMATI STARTED HER CAREER IN LAW AT THE  
U.S. SECURITIES AND EXCHANGE COMMISSION,  
DIVISION OF CORPORATION FINANCE, AND OFFICE OF  
TELECOMMUNICATIONS IN WASHINGTON D.C.



## LAHDAN S. RAHMATI

### ASSOCIATE

Lahdan Rahmati joined Bevilacqua PLLC as an associate in 2016 and helped launch our Cryptocurrency Practice Group. Ms. Rahmati started her career in law at the U.S. Securities and Exchange Commission, Division of Corporation Finance, Office of Telecommunications in Washington, DC. Prior to that, she was an honors intern at the U.S. Securities and Exchange Commission, Division of Corporation Finance, Office of Information Technology and Services in Washington DC, an intern at Morgan Lewis in Beijing, China, an intern at E2open, Inc., in Foster City, CA, and a summer intern at Elo Touch Solutions, Inc. in Milpitas, CA.

Ms. Rahmati has been an active member of the American Bar Association since 2014 where she currently serves as the Vice Chair of Publications of the International Corporate Counsel Committee in the ABA Section of International Law.

Ms. Rahmati earned a Bachelor of Science in Anthropology with a Concentration in Archaeology from UCLA, a Juris Doctor with a Tax Certificate from University of San Francisco School of Law, and a Certificate in Securities and Financial Regulation from Georgetown University. Ms. Rahmati is admitted to practice law in California and the District of Columbia.

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## ANDREA L. SCHROEPFER

### SENIOR PARALEGAL

Andrea Schroepfer has over 13 years of experience at major international law firms and a Fortune 500 company. Ms. Schroepfer's experience includes Pepco Holdings, Inc., two years at Proskauer Rose LLP, five years in the Corporate and Securities Group at Pillsbury Winthrop Shaw Pittman LLP as a paralegal and six years Corporate Specialist and Case Assistant at Thelen LLP.

**13+ YEARS EXPERIENCE**

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## GRETCHEN E. TREGGER

### EXECUTIVE ASSISTANT

Gretchen Tregger is the Executive Assistant of the firm. She has 23 years' office administrative experience, assisting high level executives at a variety of firms. Gretchen assists the partners and counsel in a variety of tasks behind the scenes at Bevilacqua PLLC. She also handles the bookkeeping and office management for the company.

**23+ YEARS EXPERIENCE**



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## OUR VALUE IS MEASURED BY YOUR SUCCESS

We are not merely your business lawyers, there to minimize liability and risk. Instead, we partner with our clients, and rather than impeding progress, we remove the hurdles. From identifying strategies, potential investment opportunities, and long-term financial stability, our mission is to always facilitate growth and protect your business through efficient and sound advice and assistance.



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