## SPIN-OFFS UNRAVELED: COMPLEX "IPOs" WITH A SOPHISTICATED TAX OVERLAY

**Key Aspects of Taking** Latham's leadership SpinCo Public: position in the IPO market combined with our premier Create optimal structure transactional tax practice The SEC registration process to ensure tax-free positions us to provide the separation of business practical advice you need Financial statement requirements to navigate the spin-off Design and implement ideal process successfully. debt and equity capital structure for SpinCo Disclosure considerations Establish post-Marketing "the story" of the new **Key elements** closing parent / stand-alone business of a successful SpinCo relationship spin-off and that sets the SpinCo Exchange listing requirements unlocking up for success as an and application process independent public share value: company Corporate governance Establish board and shareholder governance arrangements Board and committee composition requirements Activist defense Implement procedures and controls that enable SpinCo to become a publicly traded company Senior management team and executive compensation matters