

Virtual Panel Series – Part 4

Navigating the IPO Process: Lessons Leading up to Registration Statement Effectiveness

July 25, 2024

Welcome!



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About today's webinar

Webinar reminders

- During this session, 4 polling questions must be answered to obtain CPE
- Feel free to ask questions using Zoom Q&A
- On-demand video is not eligible for CPE

A follow-up email will include:

- CPE Certificate & webinar evaluation form
- Access to today's recording, slides, and presenter contact info
- An opt-in to receive future webinar invites

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Today's presenters



Moderator

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**Zac
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Managing Director, IPO
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 MultiSensor AI

**Peter
Baird**

Chief Financial Officer
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**Alice
Hsu**

Partner
Capital Markets
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**Josh
Motter**

Director, IPO Readiness
& Accounting Advisory
Practice

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What we will discuss today

1

Valuable insights into the complex and critical process of preparing and filing an IPO Registration Statement

2

Critical lessons learned from the challenges and successes in support of the IPO journey to effectiveness

3

End-to-End perspective on going public efforts and critical decision points involved in the transition to a public company

Polling Question

#1

On a scale of 1 to 4, how confident do you feel in your understanding of the financial reporting and regulatory requirements for a company preparing for an IPO?

Select your response:

A.

4 - Very Confident

B.

3 - Confident

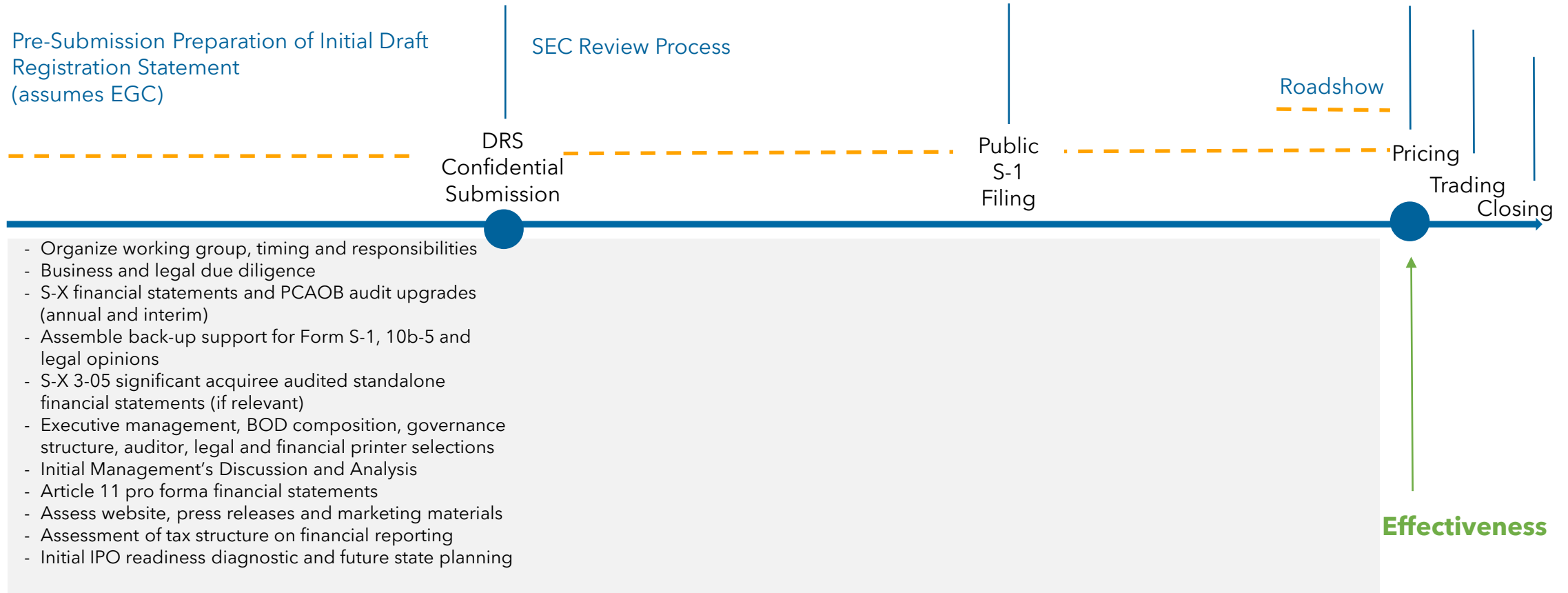
C.

2 - Need a refresh, but know the basics

D.

1 - This is all new to me

Illustrative IPO Timeline



Polling Question

#2

How prepared do you feel to navigate the coordination and collaboration efforts with multiple parties, such as legal, operations, tax, and accounting, to achieve a company's target filing timeline and ensure a successful IPO process?

Select your response:

A.

Extremely prepared

B.

Prepared

C.

Somewhat prepared

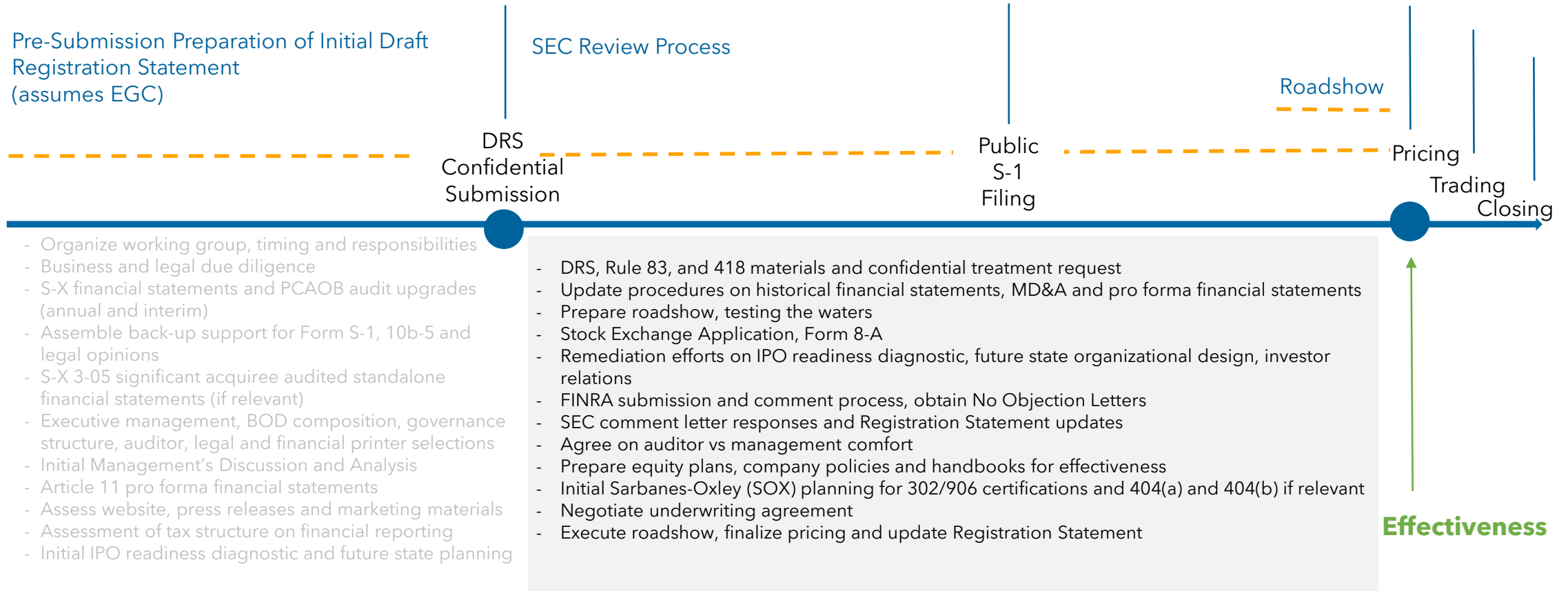
D.

Not prepared at all

E.

Not applicable

Illustrative IPO Timeline



Drafting of Registration Statement

Prospectus Summary (The "Box")

Summarize key aspects of the Company and offering

Risk Factors

Summarize material factors that make an investment in the Company and offering speculative or risky

Use of Proceeds

Summarize the intended use(s) of net proceeds and their approximate allocation amounts

Capitalization/Dilution

Summarize existing and expected capitalization, detailing equity and debt, and expected dilutive impact to investors

MD&A

Summarize financial condition and results of operations, and describe trends expected to impact future results

Business

Summarize business activities, products, services, markets, regulations, competition, and key trends

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT
Under
The Securities Act of 1933

YOUR COMPANY NAME HERE, INC.

(Exact name of registrant as specified in its charter)

Prospectus Summary

This summary highlights information contained in greater detail elsewhere in this prospectus. This summary is not complete and does not contain all of the information you should consider in making your investment decision.

Overview

[To come.]

Risks Related to Our Business and Investment in Our Stock

[To come.]

Corporate Information

[To come.]

Channels for Disclosure of Information

[To come.]

Implications of Being an Emerging Growth Company

[To come.]

THE OFFERING

[To come.]

SUMMARY CONSOLIDATED FINANCIAL DATA

[To come.]

Management

Summarize background, experience, and relationships of all executive officers, Directors, and Director nominees

Exec and Director Compensation*

Detailed compensation tables and summary rationale of comp. practices, including notable changes or trends

Related Party Transactions

Summarize material relationships, transactions, or arrangements with related parties

Principal [and Selling] Stockholders

Summarize stock ownership of insiders and 5% holders, identify selling stockholders, if any

Audited Financial Statements*

Two to three most recently completed fiscal years

Exhibits

Attach copies of charter, bylaws, underwriting agreement, employment agreements, and other material contracts

Due Diligence – Essential to Drafting Each Part of the Registration Statement

- Requires ample lead time and all-hands participation
- Helps production of accurate, complete, and compliant disclosures
- Helps reduce likelihood of liability and avoid reputational harm
- Helps establish due diligence defense for underwriters
- Helps satisfy fiduciary duties and corporate responsibilities
- Supports legal opinions, negative assurance, and representations to underwriters

* The scope of the required content in certain sections may vary if the issuer is an emerging growth company ("EGC"), controlled company, or foreign private issuer ("FPI").

Polling Question

#3

What aspect of the IPO process do you believe will require the most effort from your organization?

Select your response:

A.

Financial reporting
readiness and audit
upgrade

B.

Risk assessment and
internal controls

C.

Compliance with
regulatory
requirements

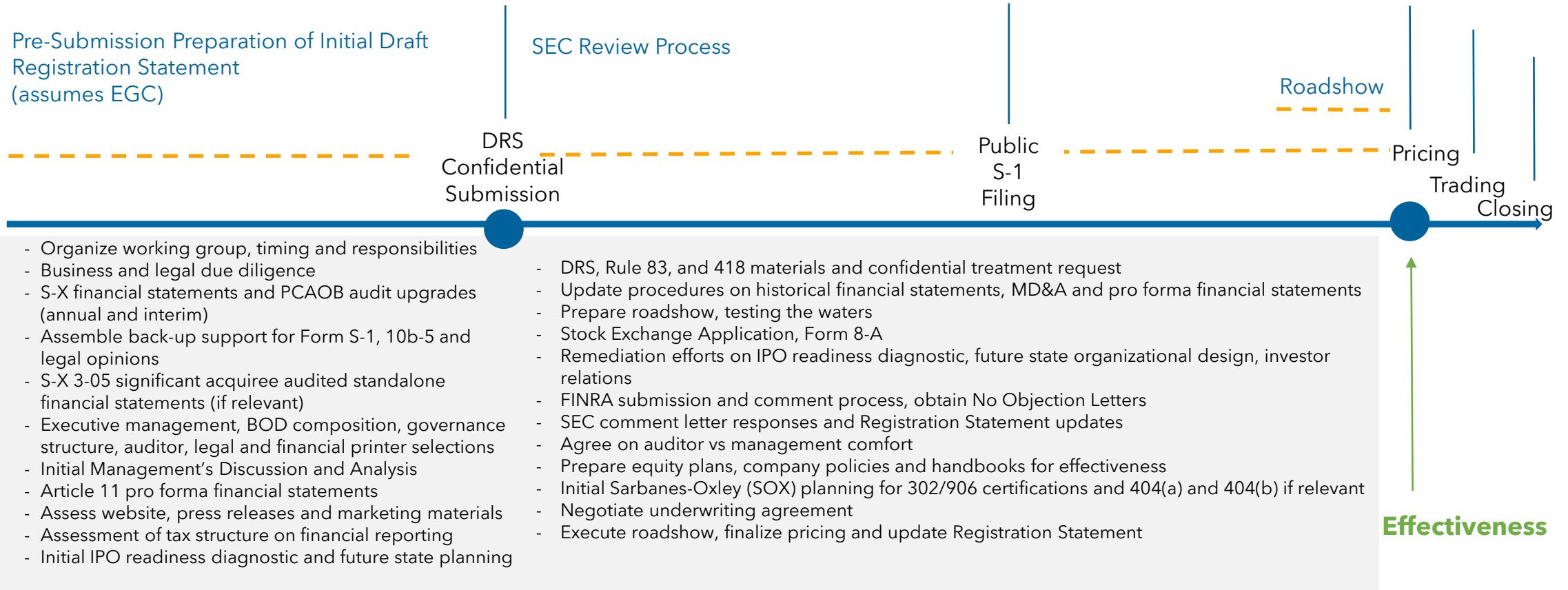
D.

Ongoing public
reporting
requirements

E.

Not applicable

Illustrative IPO Timeline



Polling Question

#4

Which area did the panel discussion enhance your understanding of the challenges and opportunities involved in the IPO process the most?

Select your response:

A.

Provided clarity on financial reporting requirements

B.

Highlighted legal and compliance considerations

C.

Offered practical insights for managing the IPO process and time horizon

D.

Raised awareness of potential pitfalls and risks

E.

All of the above

THANK YOU FOR ATTENDING!

Q&A

Visit [Riveron.com/insights](https://riveron.com/insights) for more information and to **access the series**



WEBINARS

IPO Readiness: Part 1 – A Guide for the C-Suite and Board



WEBINARS

IPO Readiness: Part 2 – Customizing Your Investment Narrative



WEBINARS

IPO Readiness: Part 3 – Buyside Perspectives on the Emerging IPO Cycle with Baron Funds

Learn more?

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IPO Readiness - Post Close / Part 5 Webinar / COMING SOON!

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