

# Issuance of Digital Securities (STOs/DSOs) for US & Non-US Projects





**The future of finance is digital. Imagine the efficiency, coordination and security of blockchain-enabled capital markets.**

**We did.**





**Brayden Law Firm is an innovation-oriented New York law firm, offering effective legal solutions in the blockchain and private capital space.**








We help our clients structure + launch digital securities (STOs/DSOs) and dual token sales, and provide expert advice regarding the process of tokenizing different asset classes (real estate, funds, luxury assets).



BRAYDEN  
LAW FIRM

Featured In

1



BRAYDEN  
LAW FIRM

# Featured In

2

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VICE



# Why Choose Brayden Law Firm?

## Expertise

We are one of the very first and few legal teams to focus on STOs/DSOs and develop know-how + expertise in representing issuers of lockchain-enabled securities.

## Holistic Approach

We will help seamlessly navigate your project through the STO launch, bypassing minefields and saving your team's energy and resources for doing what you do best — building and growing your business.

## Worldwide Reach

We will help you develop strategic alliances. We have access to unparalleled network of industry experts worldwide and can help steer your project in the right direction — we already knocked on thousand doors, we know which ones open.

# Our Network Across Industries

Thousands of hours of research, analysis and face-to-face meetings with top industry contacts and regulators enabled us to develop a cutting-edge legal framework for issuing, launching and trading digital securities in the US and globally.

**Regulators**

**AML/KYC Providers**

**Security Token Trading Platforms**

**Marketing Firms**

**Token Issuance Platforms**

**Developers**

**US & EU Crypto-Friendly Banks**

**Broker Dealers**

**Accelerators & Funds**

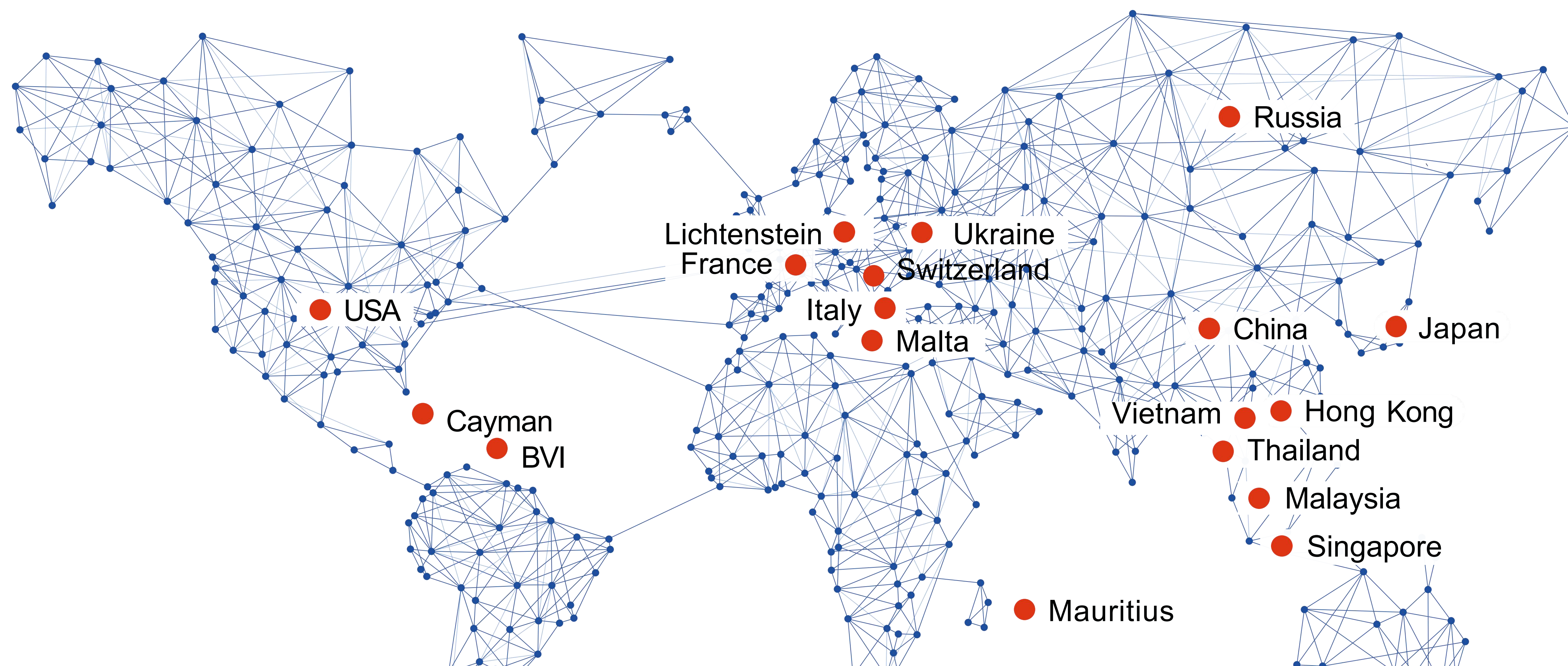
**Market Influencers**

**Entrepreneurs & Founders**



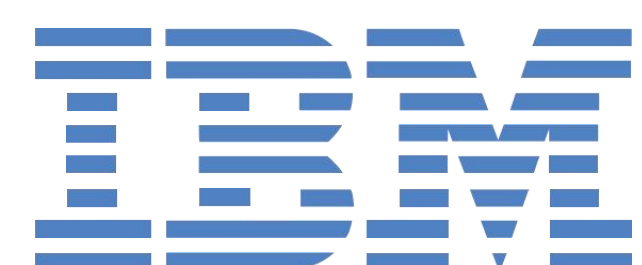
# Our Network Across Geographies

Our team traveled to **15+ countries** attending blockchain, family-office and VC conferences and organizing workshops and masterclasses to develop a solid network of industry contacts.





# Some of Our Speaking Engagements



IBM Blockchain Ventures  
Workshop: **“Double  
Header: Security  
Token v. Utility  
Token; Jurisdiction  
Selection.”**  
New York



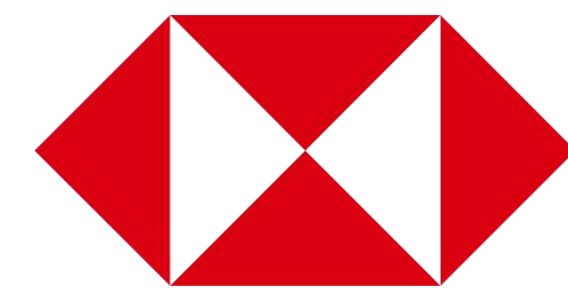
Thailand Securities and  
Exchange Commission  
(SEC)  
Workshop:  
**“Structuring  
Digital Security  
Offerings in the  
United States.”**  
Bangkok



New York University  
Panel Discussion:  
**“Blockchain and  
Digital Securities  
Regulations in US  
and Abroad.”**  
New York



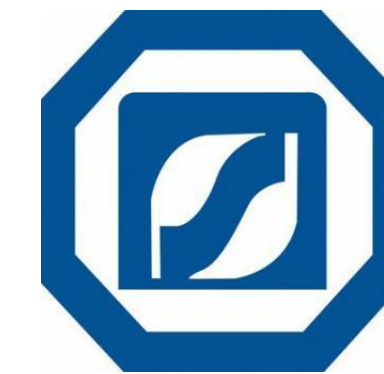
# Some of Our Speaking Engagements



HSBC

Hongkong and Shanghai  
Banking Corporation

Presentation:  
**“Foreign  
Investment in US  
Real Estate and  
Use of Digital  
Currencies in  
Real Estate  
Transactions.”**



South East Asian Central  
Banks (SEACEN) Research  
and Training Centre

Presentation:  
**“Framework for  
launching digital  
securities in  
the US and global  
modernization of  
capital markets”.**  
Kuala Lumpur



Blockshow Asia

Panel discussion:  
**“Governments  
taking over  
blockchain: what  
lessons can be  
learned from it?”**  
Singapore  
...and more



# Our Team



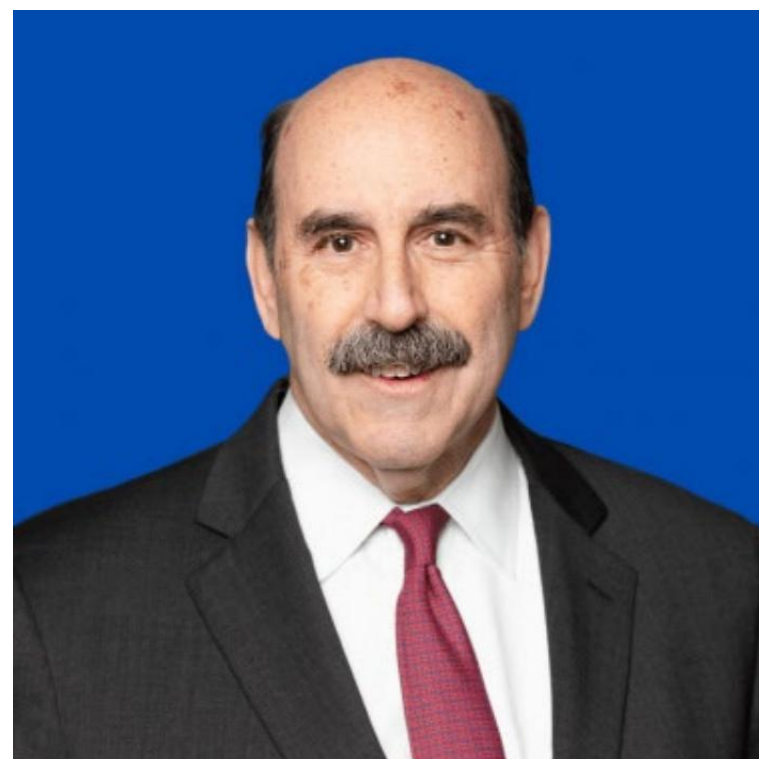
**Brayden Hill,  
Esq.**  
Partner



**Adam Pollock**  
Special Counsel



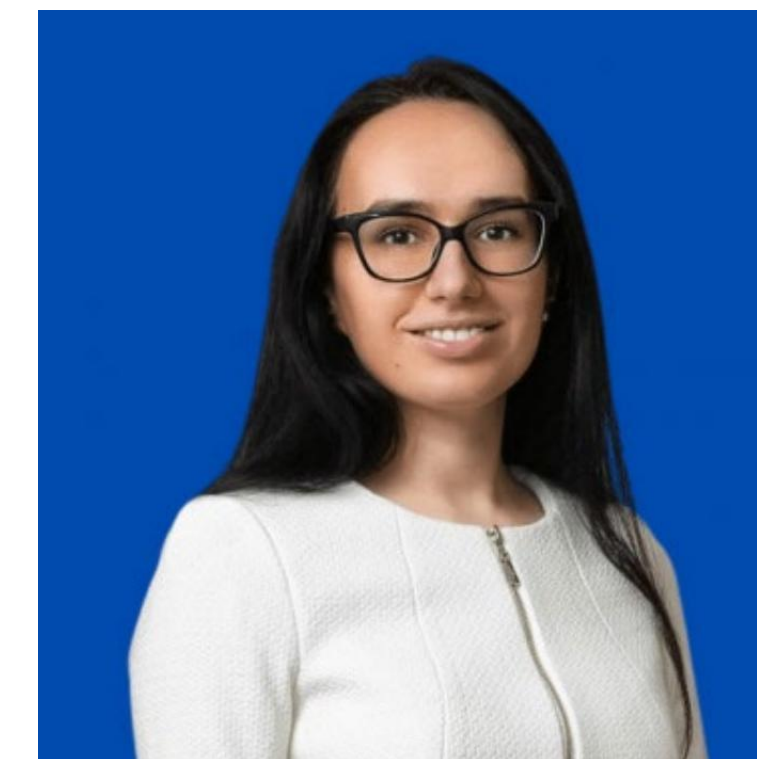
**Bari Zahn,  
Esq.**  
Special Counsel



**Steve Cohen**  
Special Counsel



**Pamela A.  
Fuller, Esq.**  
Special Counsel



**Ivanna  
Korniiuk**  
Executive  
Assistant



# Why Choose United States for Your STO?

1

Clear legal framework for issuing and selling digital securities under placement rules (e.g. Regulation D, Regulation S).

2

Efficient timeline of 4–12 weeks to prepare and launch STO (depending on the project's complexity); no SEC registration is required under private placement rules.

3

Non-US issuers can sell and market digital securities to US investors using Regulation D framework; no need to register a company or have presence in the US.



# Milestones + Timeline for Launching STO under Reg. D + S

## STAGE 1

### Planning + Review

- Project team completes STO Onboarding Questionnaire.
- Introductory call.
- Project review.
- Detailed call with the project team to discuss results of review and comments/questions.
- Preparation of Legal Roadmap + recommendations for next steps.

## STAGE 2

### Legal Execution

- Finalizing token sale and emission structure.
- Finalizing token design and features.
- Corporate structuring, tax planning and selection of jurisdiction.
- Preparing offering and sale documents.



# Milestones + Timeline for Launching STO under Reg. D + S

## STAGE 3

### STO Marketing

- Developing marketing strategy.
- Selecting broker-dealer.
- Marketing strategy execution.
- Roadshow.

## STAGE 4

### Token Sale + Issuance

- Investor onboarding.
- KYC/AML and accreditation.
- Funding.
- Coding token compliance.
- Filing required forms with SEC.

**Approximately 4-12 weeks to launch a compliant STO**



# Overview of Regulation D STO

1

No restrictions on advertising — **general solicitation is permitted.**

2

**No prospectus required** (although issuers generally release a private-placement memorandum).

3

Issuers can raise an **unlimited amount of funds.**

4

**No financial reporting requirements** for the issuer.

*Security Token Offering*



# Overview of Regulation D STO

5

State securities laws are **pre-empted** (no need to seek registration or exemption on a state level).

6

Only accredited investors may participate in the sale. E.g., an “**accredited investor**” includes a natural person whose income exceeded \$200,000 in each of the prior 2 years.

7

Purchasers **cannot transfer their securities for one year** (subject to certain exceptions for non-US purchasers).

8

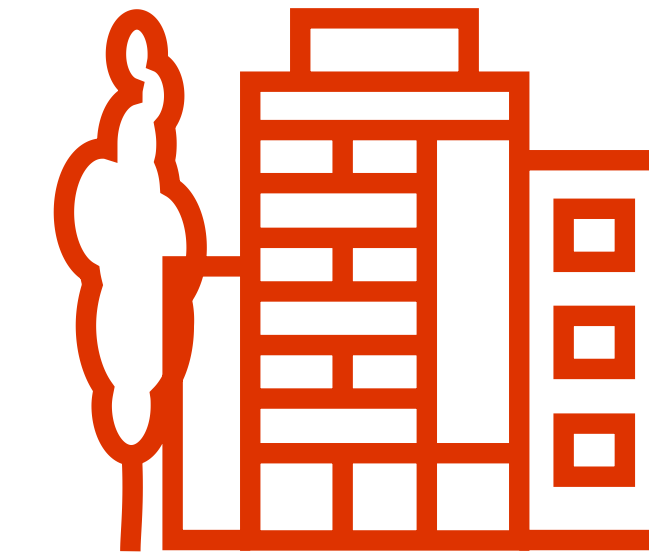
**Form D must be filed** with the SEC within 15 days after the first sale (but no SEC approval is required or granted).



# Common Type of Tokenized Offerings



**Funds**



**REITs**  
(Real Estate  
Investment Trusts)



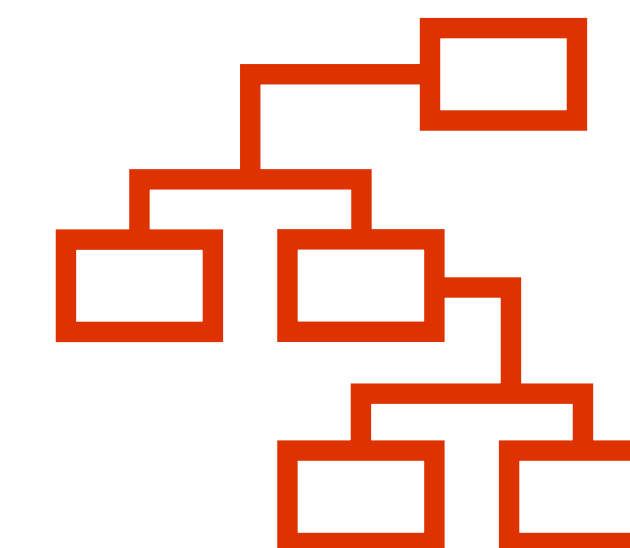
**Shares**  
(Preferred/Common  
Equity Tokens)



**Investment  
Contracts**



**Fixed Income  
& Debt**



**Dual Token  
Structures**



# Disclaimer

This presentation is provided for your convenience and does not constitute legal advice. The information provided herein may not be applicable in all situations and should not be acted upon without specific legal advice based on a particular situation. Prior results do not guarantee a similar outcome.



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