

Phillip Carnevale

Associate

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Phillip focuses his practice on capital markets, securities law, corporate finance and corporate governance. He represents issuers, broker-dealers and investors across a range of transactional and regulatory matters, with a particular emphasis on securities offerings and ongoing public company reporting. Phillip regularly advises on equity offerings and other capital markets transactions, representing both issuers and investors and guiding clients through structuring, execution and regulatory considerations. He works closely with issuers, underwriters and investors to navigate the offering process, address disclosure issues and manage timing and coordination across transaction parties. His experience includes advising investors on investment structures and negotiating key economic and governance terms in purchase agreements and underwriting agreements. This dual perspective enables him to provide practical, execution-oriented advice across a variety of deal types and in fast-moving transactional contexts.

A significant portion of Phillip's practice involves advising public companies on disclosure and reporting obligations. He has substantial experience preparing and reviewing periodic reports and registration statements, and his work focuses on helping clients address complex disclosure and regulatory issues in a clear and defensible manner. Phillip also counsels clients on corporate governance matters, disclosure controls and broader compliance frameworks, working with management teams and advisors to navigate evolving regulatory expectations while maintaining efficient internal processes and consistent public reporting.

His broader experience includes advising on debt financings, representing both corporate borrowers and financial institutions, as well as prior work on mergers and acquisitions. This range of experience enables him to provide commercially grounded advice across the full corporate lifecycle, from transactional execution to ongoing governance and compliance.

Capabilities

- Capital Markets
- Corporate
- Corporate Governance & Board Advisory
- Mergers & Acquisitions

Education

- Brooklyn Law School (J.D.)
- Binghamton University (B.A.)

Bar & Court Admissions

- New York
- U.S. District Court, Southern District of New York

Viewpoints

June 5, 2026

Sullivan & Worcester Submits Rebuttal Comment Letter to SEC on Nasdaq's Proposed Market Value Listing Requirement

May 28, 2026

Sullivan & Worcester Submits Supplemental Comment Letter to SEC on Nasdaq's Proposed Market Value Listing Requirement

February 19, 2026

Nasdaq Considers a New \$5 Million Market Value Threshold for Continued Listing: What Issuers Need to Know

Matters

- Represented AEON Biopharma, Inc. as issuer's counsel in connection with its \$13.75 million upsized offering of common stock, pre-funded warrants and milestone warrants
- Represented Cyabra, Inc. as issuer's counsel in connection with a \$6 million private placement of common stock and warrants
- Represented Duke Robotics Corp. as issuer's counsel in connection with a \$9.2 million underwritten public offering of shares and warrants, and concurrent uplisting to Nasdaq under the symbols "DUKR" and "DUKRW"
- Represented A.G.P./Alliance Global Partners as placement agent's counsel in connection with a \$22.5 million PIPE offering of common stock and pre-funded warrants by CNS Pharmaceuticals, Inc.
- Represented A.G.P./Alliance Global Partners as financial advisor's counsel in connection with a \$2.61 million private placement and warrant inducement transaction of American Depositary Shares (ADSs) by Scinai Immunotherapeutics Ltd.
- Represented A.G.P./Alliance Global Partners as placement agent's counsel in connection with a \$7.5 million public offering of common stock and warrants by Soligenix, Inc.
- Represented A.G.P./Alliance Global Partners as placement agent's counsel in a \$1.5 billion direct offering and concurrent PIPE offering of common stock (or equivalent) by AI Financial Corporation

- Represented A.G.P./Alliance Global Partners and Societe Generale as placement agents' counsel in connection with a \$200 million registered direct offering of common stock by SharpLink Gaming, Inc.
- Represented Channel Therapeutics Corporation (now Pelthos Therapeutics Inc.) as legal counsel in connection with its \$50 million private placement, completed in conjunction with the merger of a subsidiary of Ligand Pharmaceuticals (Nasdaq: LGND) into Channel Therapeutics. Following the transaction, the combined company now operates under the name Pelthos Therapeutics Inc.