

## Dane A. Drobny

Partner

Chicago  
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Dane is a partner whose practice focuses on advising public companies and pre-IPO companies, money managers, investment entities, and their respective boards of directors on a suite of legal issues, including securities law and SEC compliance, corporate governance, strategic and capital-markets transactions, restructurings, shareholder activism and engagement, operating in international markets, high stakes litigation, executive compensation, and privacy and data protection.

Dane offers a unique skill set garnered from nearly 15 years of experience as the general counsel of two major public companies and almost 20 years of service in private practice. He now represents and advises clients on a suite of public and private company legal and governance issues. His expertise includes securities law, corporate governance, board affairs, corporate and public company transactions, such as acquisitions, divestitures and spin offs, corporate restructurings, shareholder activism, data governance and cyber security, payment law, and significant litigation. He rejoined Winston after practicing 18 years at the firm prior to his public company service, most recently as a partner.

Before rejoining Winston, Dane served for almost 15 years as a public company general counsel. He was the Chief Administrative Officer, General Counsel, and Corporate Secretary at Groupon, Inc., where during his tenure he oversaw the company's legal, compliance, risk management, cybersecurity, and human resources functions.

Prior to Groupon, he was a Senior Vice President, General Counsel, and Corporate Secretary at Sears Holdings Corporation, with a similar scope of responsibility.

Having served as in-house counsel in the retail and e-commerce and technology industries, Dane strives to balance a client's business objectives with legal considerations to optimize outcomes.

## Key Matters

In addition to almost 20 years of experience in private practice, Dane spent over a decade serving as the General Counsel for two multi-billion-dollar public companies with global operations. In these roles, he led legal, regulatory, and government affairs on an enterprise-wide basis, including corporate governance, securities and public filings, high-stakes litigation, global privacy (including GDPR), mergers and acquisitions, intellectual property, labor and employment, ethics and compliance, and commercial contracts. Dane also oversaw the legal aspects of multiple company-wide restructuring programs, numerous multi-million-dollar acquisition and divestiture transactions, and several public-company spin-offs.

Dane also served as the Corporate Secretary to the companies' board of directors and managed all aspects of board governance and policy development and compliance, including shareholder activism and engagement.

Prior to his service as a General Counsel, Dane was a partner representing public and private companies and individuals on a variety of matters, including securities cases, commercial litigation, private equity matters, antitrust, arbitrations, intellectual property disputes, internal investigations, and white-collar criminal matters.

## Recognitions

- *Crain's Chicago Business*, "Notable General Counsel," 2019.
  - *The National Law Journal* and *Corporate Counsel*, *ALMlaw.com*, "Retail therapy: Profile of Dane Drobny, General Counsel for Sears Holding Corp.," May 28, 2012.
  - *Chicago Lawyer Magazine*, "40 Under Forty," 2004.
  - *Crain's Chicago Business: Leading Lawyers*
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## Activities

- Executive Sponsor for:
    - Pride+ & Allies@Groupon
    - Veterans@Groupon
    - Senior Leadership Program at Sears Holdings Corporation
  - President, Winnetka Hockey Club, 2017 – 2019
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## Credentials

### EDUCATION

Dane received a B.A. in Political Science, *with honors*, from Colgate University in 1989 and a J.D. from Washington

University Law School in 1993, where he was Executive Notes and Comments Editor of the *Washington University Law Quarterly*.

## ADMISSIONS

- Illinois

## Related Insights & News

### Speaking Engagements

- Panelist, “General Counsel Breakfast,” *Crain’s Chicago Business*, 2016.
- Guest Speaker, “Best Practices in Law Department Management,” Northwestern University Pritzker School of Law’s Corporate Counsel Institute, 2014.

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## BLOG

Winston Senior Associates Gather in Chicago for Leadership Training

MARCH 24, 2025

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## IN THE MEDIA

Dane Drobny Speaks with *Corporate Counsel* About the Impact of AI on General Counsel

MAY 24, 2023

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## IN THE MEDIA

Dane Drobny Discusses Lessons Learned as General Counsel in a Q&A with *Corporate Counsel*

MAY 15, 2023

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## IN THE MEDIA

Dane Drobny Discusses Engagement Between General and Outside Counsel with *Legal Dive*

MAY 12, 2023

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## SPONSORSHIP

Winston & Strawn Hosts the First ACTL Corporate Litigation Counsel Trial Advocacy Program

MAY 11-12, 2023

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## IN THE MEDIA

Dane Drobny Returns to Winston & Strawn in Chicago

FEBRUARY 24, 2023

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## PRESS RELEASE

Former Winston & Strawn Partner Dane Drobny Returns to Firm’s Chicago Office

# Capabilities

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Corporate Governance

Mergers & Acquisitions

Private Investment Funds

Privacy: Regulated Personal Information (RPI)

Privacy & Data Security

Public Companies

Restructuring & Insolvency

Litigation/Trials

Technology, Media & Telecommunications