

Corporate Governance

Our attorneys have extensive experience counseling U.S. and multinational public companies across a range of industries in all aspects of corporate governance, securities, and compliance matters. We advise public companies, boards of directors and their committees, and senior executives on the corporate governance and compliance matters that public companies and their leadership confront—from board structuring and succession planning to shareholder activism and SEC regulation. Drawing on our experience as seasoned counselors, we keep clients abreast of evolving trends and best practices to proactively manage any governance or compliance issues. We have assembled one of the most experienced teams of any law firm in the country that's counseling public companies.

We also have extensive experience counseling public companies in all aspects of SEC compliance, reporting and filing requirements, securities offerings, compliance with stock exchange listing standards, and Sarbanes-Oxley (SOX) compliance. As an active member of our clients' day-to-day securities teams, we help clients meet the changing and increasingly complex compliance landscape, including:

- preparation of SEC periodic reports and the proxy statement, including advising on the legal requirements for such reports;
- preparation and review of earnings releases, earnings slide decks, and related materials;
- preparation and review of response to SEC comment letters;
- compliance with SEC and stock exchange requirements, including the preparation of an annual SEC and stock exchange compliance calendar and counseling senior management on such regulatory requirements;
- advice on approaches to other securities compliance issues, disclosure controls and procedures, and reviewing and updating SEC compliance policies; and

- preparation of board and committee materials.

Key Contacts

David Sakowitz

Areas of Focus

1934('34) Act Public Reporting Services

- Reviewing and preparing SEC reports and proxy materials
- SOX and Dodd-Frank compliance
- Advising management on practical and effective disclosure controls and procedures
- Designing and implementing SEC compliance policies, including insider trading guidelines and reporting systems
- Reporting of stock transactions by directors, officers, and large shareholders
- Requirements for public companies' audit and compensation committees
- Advising compensation committees on establishing decision-making criteria and procedures and related proxy CD&A disclosure (working with our Employee Benefits & Executive Compensation team)
- Requirements of securities exchange
- Advising management on dealing with analysts and investors

Corporate Governance & Board Advisory

We are integrated into our public company clients' corporate governance teams. We assist clients in the following critical areas:

- advising management on practical and effective approaches to other securities compliance issues, disclosure controls and procedures, and reviewing and updating SEC compliance policies, including insider- trading guidelines and reporting systems and participating in disclosure committee meetings;
 - making annual recommendations regarding articles of incorporation, bylaws, policies, and board committee charters and advising management and the board on current trends in corporate governance, including the impact of proxy advisory firms;
 - assisting with corporate governance and compliance, including reviewing and updating appropriate corporate governance guidelines and procedures and conflicts of interest, whistleblower, and other company-wide policies required under SOX, Dodd-Frank, and the '34 Act;
 - preparing board and committee materials, including presentations to board and committees, resolutions, and annual board and committee calendar, and to the extent that the client requests, participating in board and committee meetings; and
 - providing education for management and assisting with fiduciary and Foreign Corrupt Practices Act training.
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Employee Benefits & Executive Compensation

Our attorneys regularly advise public and private companies as well as private equity sponsors in all phases of complex corporate transactions and regularly provide boards of directors and executives with training in this area. Our peerless experience and national reputation in executive compensation and corporate governance make us excellent candidates for board compensation committees that seek to retain independent legal counsel.

Our EBEC attorneys regularly assist public companies in meeting their periodic reporting obligations, including preparing executive compensation disclosure for proxy statements and complying with Form 8-K and other periodic filings. We also advise clients undertaking initial public offerings in the development of the executive compensation disclosure, including the Compensation Discussion & Analysis (CD&A) and accompanying tabular disclosure. We remain steadfast in keeping current with the development of rules and regulations in this area and the guidance issued by proxy advisory firms such as Institutional Shareholder Services and Glass Lewis. Additionally, we have particular experience representing financial institutions in connection with EBEC matters related to the Dodd-Frank Act and other regulatory restrictions.

We also analyze Section 16 issues and assist with Forms 3 and 4 filings, counsel clients on insider trading and pre-clearance policies, and the establishment of Rule 10b5-1 trading plans.

Our deep knowledge of all facets of executive compensation matters enables us to take a holistic approach toward designing executive compensation arrangements with a focus on the related disclosure.

Recent Experience

Chart Industries Acquisition of Howden

StoneBridge Acquisition Corp. Business Combination with DigiAsia

NexPoint Diversified Real Estate Trust Completes Transition to a Diversified REIT

The Vistria Group's Majority Recapitalization of Education Solutions Services

RLH Equity Partners and the Equityholders of ClearView Healthcare Partners Sale to GHO Capital Partners

Tall Oak Midstream Representation in Tailwater Sale

Formation of Group 11 Technologies, Inc.

Related Insights & News

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Second Circuit's Holding That Syndicated Loan Notes Are Not Securities Stands; U.S. Supreme Court Denies Petition for Writ of Certiorari in Kirschner

MARCH 7, 2024

BLOG

SEC Adopts Final Climate-Related Disclosure Rules

MARCH 6, 2024

BLOG

Navigating the Application of a Clawback Policy to Restatements and Recovery Periods Before October 2, 2023

FEBRUARY 29, 2024

BLOG

SEC Chair Comments on Challenges to Proposed Climate Disclosure Rules

FEBRUARY 28, 2024

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The SEC's Gag Rule: An Educational Tool or Agency Overreach?

FEBRUARY 21, 2024

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NYSE 2024 Listed Company Compliance Guidance Memo: New Rules and Important Reminders

FEBRUARY 20, 2024

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SEC Chief Accountant Issues Statement on Public Company Audit Quality

FEBRUARY 15, 2024

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Going Private Post-DeSPAC—Strategies and Considerations

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SEC Officials and Others Gather at 2024 Northwestern Securities Regulation Institute

FEBRUARY 13, 2024

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Human Capital Disclosures after the Supreme Court's Recent Affirmative Action Decision

FEBRUARY 12, 2024

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U.S. to Transition to T+1 Settlements

FEBRUARY 1, 2024

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Aligning SPACs and Traditional IPOs: SEC Adopts Rules Enhancing Investor Protections in SPAC IPOs and de-SPAC Transactions

JANUARY 25, 2024