

Corporate Governance and Disclosure

The firm's Corporate group represents public and private companies, boards of directors, board committees, and significant investors in connection with a wide range of corporate governance issues. Our clients turn to us for advice on board composition and independence, audit committee practices, risk management, executive compensation, and other governance matters. We help publicly traded companies comply with NYSE, NASDAQ, Euronext, and other stock exchange listing requirements and prepare for shareholder engagement. We provide counsel to both public and private company boards of directors, special committees, significant shareholders, and management on fiduciary duty and fairness reviews of corporate transactions.

We help public companies comply with SEC reporting requirements, including requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Sarbanes-Oxley Act, as well as with reporting requirements under the Transparency Directive of the European Union. We assist in the preparation or review of annual, quarterly, and current reports, proxy statements, insider transaction reports, and other documents filed with the SEC or the French *Autorité des marchés financiers* (AMF), and provide advice on informal disclosure, including press releases, conference calls, and social media communications. We provide advice on the development of equity compensation arrangements that align the interests of management with those of stockholders. Our deep experience enables us to give efficient, pragmatic, and strategically sound advice regarding disclosure and SEC compliance.

Our publicly traded clients include companies incorporated outside the U.S. (often meeting the definition of "foreign private issuer" under SEC regulations), recent IPO companies, and seasoned U.S. and French companies of all sizes. We also assist in the formation of not-for-profit and benefit corporations and advise them on governance and compliance matters.

Corporate Governance and Securities Disclosure: Public Companies

Regularly provide advice on U.S. securities and corporate governance obligations to U.S. and foreign companies; assist in drafting and reviewing SEC filings and preparing for stockholder meetings.

Regularly advise on executive compensation issues, including the design of compensation plans, the registration of equity interests and reporting and disclosure issues.

Regularly advise a mid-stage clinical and pharmaceutical research company in corporate governance, employment issues, and the negotiation of research services agreements.

Represent a major Canadian company that is listed on the New York Stock Exchange in ongoing compliance with the U.S. securities laws and corporate governance issues.

Assisted a New York Stock Exchange listed company in connection with various executive compensation and board composition matters relating to a change in management.

Assisted a Fortune 500 pharmaceuticals company in a comprehensive governance review.

Advised compensation committees, nominating committees, and audit committees of various listed companies as independent counsel to the board of directors.

Advised issuers going public or listing their securities for the first time in the United States on corporate governance policies, audit committee independence, board liability and indemnification matters, the establishment of board calendars, investor relations policies, and informal disclosure.

Advised issuers on fiduciary duty and disclosure issues in connection with public and private acquisitions, stock buy-backs, and restructurings.

Advised issuers in proceedings before the SEC, the PCAOB, and various stock exchanges.

Advised the principal stockholder and former CEO of a New York Stock Exchange listed company on the disposition of his interest in private sales and market transactions; prepared relevant SEC filings.

Advised a trust that was the principal stockholder of a New York Stock Exchange listed company in a variety of matters including fiduciary duty and insider trading issues.

Advised a public company emerging from bankruptcy on various securities disclosure and compliance matters.

Advised a highly leveraged company on the permissibility of a dividend and related disclosure issues.

Provided corporate governance advice to the boards of directors of a variety of companies in connection with acquisitions and divestitures, stock buybacks, reverse stock splits, going private, and "going dark" transactions.

Managed securities law counsel from various foreign jurisdictions for a cross-border restructuring of a major European entity.

Corporate Governance: Private Companies and Not-for-Profit Entities

Advise a number of limited liability companies and their investors on rights under the relevant LLC agreements and LLC law.

Act as corporate secretary or provide similar assistance to privately held entities.

Advised principal stockholder of privately held company on fiduciary duty issues in connection with a merger.

Represent not-for-profit entities in formation and establishment of exemptions from income taxation.

Represented a U.S. not-for-profit entity with a university and hospital in the Middle East in connection with corporate governance matters, general corporate advice, and business transactions.

Representation of Special Committees and Advice on Fiduciary Duties in Corporate Transactions

Advised the board of directors of a publicly traded Delaware corporation with respect to the establishment of a special committee to evaluate potential offers to purchase the company's business; worked with counsel for the special committee in connection with the sale of the company to a private equity firm, including work on a fairness opinion.

Advised the board of directors and a special committee of the board of directors of a publicly traded Delaware corporation with respect to the purchase of another business from an affiliate of a significant stockholder, including work on a fairness opinion.

Advised the board of directors of a highly leveraged, publicly traded Delaware corporation on the periodic payment of cash dividends over several years in reliance on fairness opinions.

Advised the board of directors of a publicly traded Delaware corporation with respect to its obligations on receipt of an unwanted offer from a potential purchaser.

Advised a leading private equity firm on the sale of a portfolio company (a Delaware corporation), including advice with respect to board and controlling stockholder responsibilities to minority investors, the evaluation of competing offers, and the receipt of a fairness opinion.

Advised the management and the board of a publicly traded Connecticut corporation with respect to the repurchase of shares from a stockholder with voting control of the company, including work on a fairness opinion.

Represented the board of directors of a publicly traded Delaware corporation in the healthcare business with respect to the spin-off to stockholders of a related business, including evaluation of the terms of the spin-off and the receipt of a fairness opinion.

Represented the board of directors of a publicly traded Delaware corporation in a contemplated sale of minority equity interests in a subsidiary.

Represented a significant stockholder and (resigning) member of the board of directors of a publicly traded corporation in the structuring of an offer to purchase and take the company private.