Overview
The Ray Garrett Jr. Corporate and Securities Law Institute is the preeminent conference of its kind in the Midwest, designed to provide private practitioners and corporate counsel with a timely analysis of current issues and developments confronting corporations. Join 500 firm and in-house attorneys for a discussion of critical issues while networking with senior officials from the SEC, Delaware judges, and prominent corporate and securities law practitioners.

Highlights
• State of the markets, featuring PJT Partners’ Paul Taubman
• A conversation with SEC Division of Corporation Finance Director William Hinman
• Cyber investigations with the FBI’s Eric Shiffman
• Mock trial featuring the Delaware Court of Chancery’s Vice Chancellor Glasscock
• Panels on director nominations, SEC enforcement, spinoffs, disclosures, ethics, accounting, and more

For more information or to register, please visit: www.law.northwestern.edu/garrett
Thursday, April 26, 2018

6:45–7 a.m. | Optional Breakfast
Sponsored by Charles River Associates

7–8 a.m. | Optional Roundtable: Navigating the Cyber Breach Aftermath: Your Company as Victim, Defendant, and Plaintiff
Presented by Charles River Associates

7:30 a.m. | Registration and Continental Breakfast

8:20–8:30 a.m. | Welcome and Overview
Juliann Cecchi, Assistant Dean, External Partnerships, Northwestern Pritzker School of Law, Chicago
Bradley C. Faris, Institute Chair, Latham & Watkins LLP, Chicago

8:30–9:15 a.m. | State of the Markets and the Business Environment
An update on current market conditions, risks, opportunities, and trends.
Speaker
Paul J. Taubman, Chairman and CEO, PJT Partners, New York City
Moderator
Robert F. Wall, Winston & Strawn LLP, Chicago

9:30–10:45 a.m. | Navigating the Modern Director Nomination Process: Addressing Demands of Institutional Investors and Activists
• Proactively addressing institutional investor and ISS/Glass Lewis considerations
• Role of index funds in corporate governance and activism
• How to develop and grade directors against board skills matrix
• Deploying shareholder engagement strategies as activism defense
Session Chair
Robert M. Hayward, Kirkland & Ellis LLP, Chicago
Panelists
Suzanne S. Bettman, Chief Administrative Officer & General Counsel, LSC Communications, Inc., Chicago
Charles K. Bobrinskoy, Vice Chairman, Head of Investment Group, Ariel Investments, Chicago
Danielle Sugarman, VP, Investment Stewardship, BlackRock, Inc., New York City

10:45–11 a.m. | Break

11 a.m.–12 p.m. | Perspectives on SEC Enforcement
• Increased use of “Big Data”
• Cybersecurity/hacking and trading
• Renewed focus on accounting and disclosure/internal controls
• Investigations into investment frauds
• The enforcement process: what has changed?
Session Chair
Pravin Rao, Perkins Coie LLP, Chicago
Panelists
Kathryn A. Pyszka, Associate Regional Director, Enforcement, SEC-Chicago Regional Office, Chicago
Reid J. Schar, Jenner & Block LLP, Chicago
Deborah L. Steiner, EVP, General Counsel, Corporate Secretary, and Chief Compliance Officer, R.R. Donnelley & Sons Company, Chicago
Jason A. Yonan, Chief, Securities and Commodities Fraud Section, U.S. Attorney’s Office for the Northern District of Illinois, Chicago

12:05–12:35 p.m. | Cyber Investigations and the Path Forward: A Conversation with FBI Special Agent Eric Shiffman
Cyber is the modern vector through which our enemies threaten our national security and criminals attack our private interests. Former U.S. Attorney Zachary Fardon hosts a conversation that will discuss modern threats and what the FBI is doing to stay atop the ever-evolving paradigm.
Speaker
Eric Shiffman, Supervisory Special Agent, Federal Bureau of Investigation, Chicago
Moderator
Zachary Fardon, King & Spalding LLP, Chicago
12:35–1:45 p.m. | Lunch Break Sponsored by Houlihan Lokey

1:45–2:45 p.m. | A Conversation with SEC Division of Corporation Finance Director
William H. Hinman, Washington, DC

Moderators
Colleen Batcheler, EVP, General Counsel and Corporate Secretary, Conagra Brands, Inc., Chicago
Timothy J. Melton, Institute Vice Chair, Jones Day, Detroit/Chicago

2:45–3 p.m. | Break

3–4 p.m. | Public Company Developments in Disclosure
- Executive compensation: hot button issues for investors this year
- Year one of CEO pay-ratio disclosure
- Key governance trends impacting 2018 annual meetings
- Assessing materiality on a qualitative basis
- Risk factor disclosure trends and practices including MD&A

Session Co-Chairs
Thomas P. Desmond, Vedder Price P.C., Chicago
Stephanie Shinn Greisch, EVP, Deputy General Counsel and Corporate Secretary, Northern Trust Corporation, Chicago

Panelists
Jessica Garascia, Assistant General Counsel and Assistant Secretary, USG Corporation, Chicago
Shelley E. Parratt, Deputy Director, Division of Corporation Finance, SEC, Washington, DC
Christina T. Roupas, Winston & Strawn LLP, Chicago

4–4:15 p.m. | Break

4:15–5:15 p.m. | Navigating a Corporate Spinoff
- Business and financial rationales
- Anticipating and managing activist demands
- Board process and fiduciary duty considerations
- Business separation and carve-out issues: ensuring a viable standalone entity
- M&A alternatives with “dual track” process, including opportunities for “Reverse Morris Trust” transaction

Session Chair
Brian J. Fahrney, Sidley Austin LLP, Chicago

Panelists
Cathy A. Birkeland, Latham & Watkins LLP, Chicago
Carrie J. Hightman, EVP and Chief Legal Officer, NiSource Inc., Merrillville, IN
Kristen Rossi, Head of Midwest Investment Banking, Morgan Stanley, Chicago

5:15–6:15 p.m. | Reception Sponsored by Mayer Brown LLP

Friday, April 27, 2018

7:30–7:45 a.m. | Optional Breakfast Sponsored by Morae Global

7:45–8:45 | Optional Roundtable: Breaking Up is Hard to Do: Specific Practical Legal and Compliance Considerations in Transactions Involving the Sale of Particular Assets, Brands, or Operating Units of Larger Corporations – Presented by Morae Global

8:15 a.m. | Continental Breakfast

9–10:15 a.m. | Delaware Mock Trial: Exploring the Path to Business Judgement Rule After Corwin
Presiding
The Honorable Sam Glasscock III, Vice Chancellor, Delaware Court of Chancery, Wilmington, DE

Litigators
Paul A. Fioravanti Jr., Prickett, Jones & Elliott, P.A., Wilmington, DE
Ryan A. McLeod, Wachtell, Lipton, Rosen & Katz, New York City

Jeffrey R. Wolters, Morris, Nichols, Arsht & Tunnell LLP, Wilmington, DE
Commentator
Lisa A. Schmidt, Richards, Layton & Finger, PA, Wilmington, DE

10:15–10:30 a.m. | Break

10:30–11:15 a.m. | A Conversation with the Honorable Vice Chancellor Glasscock
Moderator
Charles W. Mulaney Jr., Skadden, Arps, Slate, Meagher & Flom LLP, Chicago

11:15–11:30 a.m. | Break

11:30 a.m.–12:45 p.m. | Public Company Developments in Accounting and Financial Reporting

• Implementation of new GAAP requirements relating to revenue recognition, leasing, and financial instruments
• Impairments – implication of goodwill testing, when to test, when to forewarn (lawyers should learn FRM 9510)
• Expanded auditor’s reports are coming – what preparers should be doing now
• PCAOB inspections – drill down on the process and its impact

Session Chair
Michael L. Hermsen, Mayer Brown LLP, Chicago
Panelists
Daniel L. Goelzer, Baker McKenzie LLP, Washington, DC
Jonathan R. Guthart, Co-Partner in Charge of the Practice Advisory/SEC Group, KPMG LLP, New York City
Kyle L. Moffatt, Acting Chief Accountant, Division of Corporation Finance, SEC, Washington, DC
Sharon A. Virag, Principal Member, Virag Associates LLC, Avon, CT

12:45–1 p.m. | Boxed Lunch Break

1–1:45 p.m. | Disruption in Legal Services: Where We Are and a Look Ahead*
During a time of unprecedented change in the legal industry, Forbes contributor Mark A. Cohen will share his views on what’s causing it, where the marketplace is now, and what it’s likely to look like in the next decade.

Speaker
Mark A. Cohen, CEO and Founder, Legalmosaic, Washington, DC

1:45–2 p.m. | Break

2–3 p.m. | What Would You Do? Being Ethical and Effective at the Negotiation Table
Using a series of hypotheticals, the panel will describe negotiation experiences that raise ethical challenges. The audience will react and respond through electronic polling. Guidance and insight, referencing ABA Model Rules, will provide both ethical and effective strategies to manage the dilemma.

Session Chair
Lynn P. Cohn, Director, Center on Negotiation and Mediation, Northwestern Pritzker School of Law, Chicago
Panelists
Thaddeus J. Malik, Paul Hastings LLP, Chicago
Ryan P. Morrison, Quarles & Brady LLP, Milwaukee
J. Brett Pritchard, Locke Lord LLP, Chicago
Christopher J. Voss, K&L Gates LLP, Seattle

3 p.m. | Program Concludes

*Session will be submitted for Illinois Professional Responsibility credit.
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For more information on becoming a sponsor or affiliate, contact
Peter.Skrabacz@law.northwestern.edu

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Program information as of April 20, 2018.