More Reasons to Attend:

- Gain insights from SEC senior staff members
- Sit in on a conversation with Leo E. Strine Jr., Chief Justice, Delaware Supreme Court
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Monday, January 22, 2018

7:45 a.m.  
Registration and Continental Breakfast

8:45–9 a.m.  
Welcome and Overview

Juliann Cecchi, Assistant Dean, External Partnerships, Northwestern Pritzker School of Law, Chicago
Meredith B. Cross, Institute Chair, Wilmer Cutler Pickering Hale and Dorr LLP, Washington, DC

9–9:45 a.m.  
Alan B. Levenson Keynote Address

Jay Clayton, Chairman, U.S. Securities and Exchange Commission, Washington, DC

9:45–10 a.m.  | Break

10–11:15 a.m.  
Regulatory and Legislative Developments: What’s Real vs. Aspirational

- What has changed and what will remain the same
- Status of the Dodd-Frank Act rulemakings and the Financial CHOICE Act
- The SEC’s current priorities
- The likely impact of the changes on corporate governance

Session Chair
Mary Jo White, Debevoise & Plimpton LLP, New York City

Panelists
David Hirschkamm, President and CEO, U.S. Chamber of Commerce Center for Capital Markets Competitiveness, Washington, DC
Kevin P. Kennedy, Simpson Thacher & Bartlett LLP, Palo Alto, CA
Anne Sheehan, Director of Corporate Governance, CalSTRS, West Sacramento, CA
Elisse B. Walter, Former Chair, SEC, Washington, DC

11:15–11:30 a.m.  | Break

11:30 a.m.–12:30 p.m.  
In the Courts: Key Cases to Consider

- Looking at Leidos: the future of disclosure claims
- Evolving insider trading law after Salman
- Revisiting disgorgement penalties in light of Kokesh
- Constitutional questions about the SEC’s administrative forum
- Other key developments in securities litigation

Session Chair
David M. Lynn, Jenner and Block LLP, Washington, DC

Panelists
Robert E. Buckholz, Sullivan & Cromwell LLP, New York City
Lisa M. Fairfax, Leroy Sorenson Merrifield Research Professor of Law, George Washington University Law School, Washington, DC
Debra Wong Yang, Gibson, Dunn & Crutcher LLP, Los Angeles

12:30–1:30 p.m.  | Luncheon

1:30–2:30 p.m.  
A Conversation with Chief Justice Strine

The Honorable Leo E. Strine Jr., Chief Justice, Delaware Supreme Court, Wilmington, DE
Moderator
Janet Langford Carrig, SVP, Legal, General Counsel and Corporate Secretary, ConocoPhillips, Houston

2:30–2:45 p.m.  | Break

2:45–4 p.m.  
Counseling the Board in the New World Order
• Why board composition matters: diversity, tenure, refreshment, and experience
• Dealing with activist and dissident directors
• Managing dynamics for a cohesive board
• Role of index funds in fueling activists
• The role of the board in crisis management
• Advising the board in the face of uncertainty (political, regulatory, and social changes)

Session Chair
David A. Katz, Wachtell, Lipton, Rosen & Katz, New York City

Panelists
Allison A. Bennington, Partner and General Counsel, ValueAct Capital, San Francisco
Meredith B. Cross
Genevieve Kelly, Former Vice President, General Counsel and Corporate Secretary, Dole Food Company, Inc., Los Angeles
Paul D. Tosetti, Latham & Watkins LLP, Los Angeles

4–4:10 p.m. | Transition Break

4:10–5:25 p.m.
Proxy Statement and Annual Meeting Developments and Best Practices: Practical Guidance for 2018

• Executive compensation: hot button issues for investors this year
• Year one of CEO pay-ratio disclosure: there is more to this than how to calculate it
• Key governance trends impacting 2018 annual meetings
• Shareholder proposal developments
• Proxy contests: trends, statistics, and observations
• Annual meeting developments and trends: will virtual meetings become a reality?

Session Chair
Keir D. Gumbs, Covington & Burling LLP, Washington, DC

Panelists
Lillian Brown, Wilmer Cutler Pickering Hale and Dorr LLP, Washington, DC
Mary A. Francis, Corporate Secretary and Chief Governance Officer, Chevron Corporation, San Ramon, CA
David R. Fredrickson, Associate Director and Chief Counsel, Division of Corporation Finance, SEC, Washington, DC
Richard H. Grubaugh, SVP, D.F. King & Co., New York City

5:30–6:30 p.m.
Reception Sponsored By Winston & Strawn LLP

Tuesday, January 23, 2018

7:45 a.m.
Continental breakfast

8:15–9:15 a.m.
Updates from SEC Senior Staff: Division of Corporation Finance
William H. Hinman, Director
Shelley E. Parratt, Deputy Director
Moderator
Meredith B. Cross

9:15–9:30 a.m. | Break

9:30–10:45 a.m.
Accounting and Auditing in 2018: Lots for Lawyers to Keep Up With
• FASB’s (and preparers’) top priority: implementation of new GAAP—revenue recognition, leasing, financial instruments
• Updates on impairments, non-GAAP measures, and internal controls
• SEC comments in 2018: what to expect in the financial reporting arena
• Expanded auditor’s reports are coming: what preparers should be doing now!
• PCAOB inspections: drill down on the process and its impact on preparers
• Tone at the top: the audit committee’s role and responsibility

Session Chair
John W. White, Cravath, Swaine & Moore LLP, New York City

Panelists
Wesley R. Bricker, Chief Accountant, SEC, Washington, DC
Christine Q. Davine, Deputy Managing Partner, Deloitte, Washington, DC
Mark Kronforst, Associate Director and Chief Accountant, Division of Corporation Finance, SEC, Washington, DC
Sharon A. Virag, VP, Controller & Chief Accounting Officer, Aetna, Hartford, CT

10:45–11 a.m. | Break

11 a.m.–12:30 p.m. Recurring Disclosure Challenges
• Assessing materiality on a qualitative basis
• Cybersecurity threats
• Known trends and uncertainties in MD&A
• Developments in litigation and government investigations
• Addressing staff comments
• Climate change issues

Session Chair
Thomas J. Kim, Institute Vice Chair, Sidley Austin LLP, Washington, DC

Panelists
Brian V. Breheny, Skadden, Arps, Slate, Meagher & Flom LLP, Washington, DC
Keith F. Higgins, Ropes & Gray LLP, Boston
Shelley E. Parratt
Christoph A. Pereira, VP, Chief Corporate Counsel & General Counsel Business Innovations, General Electric Co., Boston
Allison Berry Spinner, Wilson Sonsini Goodrich & Rosati, Palo Alto, CA

12:30–2 p.m. Luncheon and “Del” Talk
New for 2018, this short talk will highlight how cryptocurrency and decentralized computing technologies are affecting the industry.

Peter Van Valkenburgh, Director of Research, Coin Center, Washington, DC

2–3:15 p.m. Mergers & Acquisitions
• State of the M&A marketplace
• The Delaware Supreme Court speaks in Williams v. ETE with a spirited dissent
• Negotiating the “full disclosure/10b-5” representation
• Dissecting M&A deal points studies

• Delaware appraisal decisions and their effect on appraisal arbitrage
• Negotiating post-closing purchase price adjustments after Chicago Bridge & Iron

Session Chair
Richard E. Climan, Hogan Lovells US LLP, Silicon Valley, CA

Panelists
Andre G. Bouchard, Chancellor, Delaware Court of Chancery, Wilmington, DE
R. Scott Falk, Kirkland & Ellis LLP, Chicago
Sharon R. Flanagan, Sidley Austin LLP, San Francisco

3:15–3:45 p.m. Houlihan Lokey Ice Cream Social

3:45–4:45 p.m. Capital Markets: Selected Issues Faced by Late Stage Private Companies
• Staying private vs. going public: key considerations
• Late stage financings and related securities law considerations
• Dual-class stock and other governance considerations
• Liquidity restrictions and solutions; secondary trading best practices
• Employee equity and retention challenges; Rule 701 update
Wednesday, January 24, 2018

7:45 a.m.  
Continental breakfast

8:15–9:15 a.m.  
Updates from SEC Senior Staff: Division of Enforcement
Stephanie Avakian, Co-Director
Steven R. Peikin, Co-Director
Moderator
Linda Chatman Thomsen, Davis Polk & Wardwell LLP, Washington, DC

9:15–9:30 a.m.  | Break

9:30–11 a.m.  
What’s New in SEC Enforcement?
• Big data
• Cyber-security/hacking and trading
• Accounting and disclosure/internal controls
• Investment frauds

• The enforcement process: what has changed? Penalties?
• Coordination among the regulators: civil, criminal, international, etc.

Session Chair
Colleen P. Mahoney, Skadden, Arps, Slate, Meagher & Flom LLP, Washington, DC
Panelists
Stephanie Avakian
George S. Canellos, Milbank, Tweed, Hadley & McCloy LLP, New York City
Andrew J. Ceresney, Debevoise & Plimpton LLP, New York City
Steven R. Peikin
Richard H. Walker, King & Spalding LLP, New York City

11–11:15 a.m.  | Break

11:15 a.m.–12:45 p.m.  
Navigating Conflicts and Other Ethical Pitfalls
• Conflicts in client intake/hiring lawyers
• Pitfalls in giving opinions
• Conflicts arising during matters
• Challenges in disclosure processes

Session Chair
Dixie L. Johnson, King & Spalding LLP, Washington, DC
Panelists
Karl A. Groskaufmanis, Fried, Frank, Harris, Shriver & Jacobson LLP, Washington, DC
Stanley Keller, Locke Lord LLP, Boston
Carole Silver, Professor of Global Law & Practice, Northwestern Pritzker School of Law, Chicago

12:45–1 p.m.
Boxed Lunch Break

1–2 p.m.
Everything You Always Wanted to Know About Securities Law but Were Never Given the Chance to Ask...

Session Chair
Martin P. Dunn, Morrison & Foerster LLP, Washington, DC

Panelists
Catherine T. Dixon, Weil, Gotshal & Manges LLP, Washington, DC
Sarah Dods, SVP & Associate General Counsel, Corporate Transactions & Governance, Salesforce, San Francisco
Dennis O. Garris, Alston & Bird LLP, Washington, DC

2 p.m.
Program Concludes

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For more information on becoming a sponsor or affiliate, contact Peter.Skrabacz@law.northwestern.edu
For other inquiries, contact Lori Sass at professional-ed@law.northwestern.edu
Special Hotel del Coronado guest room rate of $295 is subject to availability or until January 8, 2018.

Program information as of October 30, 2017.