47TH ANNUAL
Securities Regulation Institute
January 27–29, 2020
Coronado, California

Northwestern
PRITZKER SCHOOL OF LAW
Professional and Continuing Legal Education

Register at:
www.law.northwestern.edu/sri
Monday, January 27, 2020

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

9–10:15 a.m. | Crisis Management in 2020
• Managing the board process during a crisis
• Roles of internal and external counsel
• Navigating the inevitable investor relations and media communications challenges
• Best practices for addressing challenges faced by boards and their advisers
• Structuring and carrying out internal investigations: one size does not fit all

SESSION CHAIR
David A. Katz, Wachtell, Lipton, Rosen & Katz, New York City

10:30–11:45 a.m. | Corporate Governance 2020: The Latest from Delaware and Beyond
• Addressing board diversity and refreshment
• CEO succession under the microscope
• The board’s role in cybersecurity and data privacy issues
• Delaware update

SESSION CO-CHAIRS
David M. Lynn, Morrison & Foerster LLP, Washington, DC
Kellye Walker, Executive Vice President, Chief Legal Officer, Huntington Ingalls Industries, Newport News, VA

SESSION PANELISTS
Rani Doyle, Executive Director, EY Center for Board Matters, Washington, DC
Lawrence Hamermesh, Professor Emeritus, Widener University Delaware Law School, Wilmington, DE
Michael C. Marsh, Akerman LLP, Miami

11:45 a.m.–12:30 p.m. | Luncheon

12:45–1:30 p.m. | A Conversation with Leo E. Strine
Leo E. Strine Jr., Former Chief Justice, Delaware Supreme Court, Wilmington, DE

MODERATOR
Eileen T. Nugent, Skadden, Arps, Slate, Meagher & Flom LLP, New York City

1:45–3 p.m. | Recurring Disclosure Challenges
• Managing officer and director departures and alleged misconduct
• Dealing with developments in investigations and litigation
• Correcting errors in disclosures
• Challenges after the earnings release and before the filing of the periodic report

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

SESSION PANELISTS
Steven E. Bochner, Wilson Sonsini Goodrich & Rosati, Palo Alto
Alexander F. Cohen, Latham & Watkins LLP, Washington, DC
Elizabeth A. Ising, Gibson, Dunn & Crutcher LLP, Washington, DC
Jay H. Knight, Bass, Berry & Sims PLC, Nashville
Tuesday, January 28, 2020

3:15–4:15 p.m. | Capital Markets: Private Company Financing
- SEC update: concept release on harmonization of offering exemptions
- Trends in late-stage financing structures
- Equity programs, tender offers, and secondary markets
- ICO transactions and Reg A

SESSION CHAIR
Allison Berry Spinner, Wilson Sonsini Goodrich & Rosati, Palo Alto

PANELISTS
Dawn Belt, Fenwick & West LLP, Mountain View, CA
Jennifer A. Zepralka, Chief, Office of Small Business Policy, Division of Corporation Finance, SEC, Washington, DC
Additional panelist to be announced

4:30–5:30 p.m. | Capital Markets for Reporting Companies
- Dual-class structures and recapitalizations for IPOs
- Market stand-offs, lockups, and hedging
- Director, officer, and employee trading - 10b5-1 plans, Rule 144 issues, blackout periods, and insider lists
- Preparing for follow-on offerings and block trades, and developments in debt offerings

SESSION CHAIR
Jeffrey D. Karpf, Cleary Gottlieb Steen & Hamilton LLP, New York City

PANELISTS
Monifa Clayton, Senior Corporate Counsel, Pinterest, San Francisco
Lona Nallengara, Shearman & Sterling LLP, New York City
Sarah K. Solum, Davis Polk & Wardwell LLP, Menlo Park, CA

5:30–6:30 p.m. | Reception Sponsored by Winston & Strawn LLP
SESSION CHAIR
Richard E. Climan, Hogan Lovells US LLP, Silicon Valley

PANELISTS
Andre G. Bouchard, Chancellor, Delaware Court of Chancery, Wilmington, DE
Eva Davis, Winston & Strawn LLP, Los Angeles
Jennifer F. Fitchen, Sidley Austin LLP, Palo Alto

2:45–3:45 p.m. | Proxy Developments
• Proxy statement developments: new disclosures and trends
• Shareholder proposals: trends, guidance, and impact of the SEC’s new process
• Shareholder engagement: responding to shareholder campaigns and dealing with activist investors
• The role and regulation of proxy advisers: SEC guidance and practical takeaways

SESSION CHAIR
Lillian C. Brown, Wilmer Cutler Pickering Hale and Dorr LLP, Washington, DC

PANELISTS
Michele M. Anderson, Associate Director for Disclosure Operations, Division of Corporation Finance, SEC, Washington, DC
Krystal Gaboury Berrini, PJT Camberview, San Francisco
Brian V. Breheny, Skadden, Arps, Slate, Meagher & Flom LLP, Washington, DC
Colleen M. McIntosh, Senior Vice President, Corporate Secretary and Assistant General Counsel, CVS Health, Woonsocket, RI

3:45–4:15 p.m. | Houlihan Lokey Ice Cream Social

4:15–5:15 p.m. | ESG Hot Topics
• Preparing and managing ESG disclosures: an inside counsel perspective
• ESG ratings: why we should care about them and what we can do
• Trends in E&S shareholder proposals: private ordering in E&S disclosures
• Thinking about ESG holistically: integration into long-term strategy and board oversight

SESSION CHAIR
Keith F. Higgins, Ropes & Gray LLP, Boston

PANELISTS
Marija Kramer, Managing Director, ISS ESG, Rockville, MD
Jonas Kron, Senior Vice President & Director, Shareholder Advocacy, Trillium Asset Management, LLC, Portland
Linda Park, Vice President, Associate General Counsel, and Corporate Secretary, Edwards Lifesciences, Irvine, CA
Kristen Sullivan, Partner and Americas Region Sustainability Services Leader, Deloitte & Touche LLP, Stamford, CT

Wednesday, January 29, 2020

7:45 a.m. | Continental Breakfast

8:15–9:15 a.m. | Updates from SEC Senior Staff: Division of Enforcement and Office of the General Counsel
Stephanie Avakian, Co-Director, Division of Enforcement
Michael A. Conley, Solicitor, Office of the General Counsel
MODERATOR
Linda Chatman Thomsen, Davis Polk & Wardwell LLP, Washington, DC

9:30–11 a.m. | Ethics: Lessons Learned from a Silicon Valley Startup
• Lawyer serving as director of client corporation
• Confidentiality and whistleblowing
• Talking to the press

SESSION CHAIR
Mary K. Foster, Former Senior Lecturer, Northwestern Pritzker School of Law, Chicago

PANELISTS
Keir D. Gumbs, Associate General Counsel, Corporate Transactions and Deputy Corporate Secretary, Uber Technologies Inc., San Francisco
Arian M. June, Debevoise & Plimpton LLP, Washington, DC
Scott Morgan, General Counsel and Secretary, Splunk Inc., San Francisco

11:15 a.m.–12:45 p.m. | SEC Enforcement and Related Civil Litigation
• Increased enforcement focus on accounting, financial reporting, and disclosures
• Enforcement of Regulation FD and insider trading
• Special challenges in transnational investigations
• Latest developments in federal court litigation

SESSION CO-CHAIRS
George S. Canellos, Milbank LLP, New York City
Dixie L. Johnson, King & Spalding LLP, Washington, DC

PANELISTS
Amelia Cottrell, Willkie Farr & Gallagher LLP, New York City
Stephen M. Cutler, Simpson Thacher & Bartlett LLP, New York City
Michael D. Mann, Richards Kibbe & Orbe LLP, Washington, DC
Joan E. McKown, Jones Day, Washington, DC
Early bird rate of $1,650 through December 6, 2019.
Tuition rate of $1,800 applicable after early bird deadline.
The Institute will be held at the Hotel del Coronado. Special guest room rate of $295 is available through January 6, 2020. When making reservations, mention Securities Regulation Institute to receive special guest room rate.

Questions: professional-ed@law.northwestern.edu
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