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
Highlights

- Keynote address by SEC Chairman Jay Clayton
- Former Chief Justice Strine of the Delaware Supreme Court
- Five SEC senior staff members
- Luncheon with TED-style talk on the future of AI and the law
- Popular panels on Disclosure Challenges, Capital Markets, M&A, Accounting, and more

And

- Earn up to 18.5 CLE credit hours
- Engage with over 450 in-house counsel, firm attorneys, regulators, and other thought leaders
- See why 93% of attendees recommend the Institute to their colleagues
Tuesday, January 28, 2020

7:30 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

9:30–10:15 a.m. | Alan B. Levenson Keynote Address
Jay Clayton, Chairman, U.S. Securities and Exchange Commission, Washington, DC

10:30–11:45 a.m. | Accounting is Having a Busy Year
• Corp Fin: new acquisition disclosures, non-GAAP challenges, 3-13 waivers, realignment
• FASB: revenue, leases, CECL, goodwill impairment, segments, reference rate reform
• PCAOB: CAMs, inspection transformation, the new board at work
• Technology: robotics, cloud computing, artificial intelligence, blockchain
SESSION CHAIR
John W. White, Cravath, Swaine & Moore LLP, New York City

PANELISTS
Mark Kronforst, Partner, Professional Practice, Ernst & Young LLP, Washington, DC
Kyle L. Moffatt, Chief Accountant, Division of Corporation Finance, SEC, Washington, DC
Sagar Teotia, Chief Accountant, SEC, Washington, DC
Amie Thuener, Vice President, Principal Accounting Officer, Google/Alphabet Inc., Mountain View, CA

11:45 a.m.–12:15 p.m. | Luncheon

12:15–1 p.m. | The Future of AI and the Law: Is Your Next Associate Going to be a Robot?
Kristian J. Hammond, Bill and Cathy Osborn Professor of Computer Science, Northwestern University, Evanston, IL

1:15–2:30 p.m. | State of the M&A Marketplace in 2019 and What’s Ahead in 2020
• The Trulia decision four years later: deal litigation in the Delaware courts
• Deal certainty in acquisitions of private companies
• Why hasn’t rep and warranty insurance caught on with strategic buyers?
• Delaware appraisal update
• The Rent-A-Center saga
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
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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