



## Corporate Governance and Disclosure

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WilmerHale’s corporate governance and disclosure insight has been developed by serving as outside counsel to hundreds of US and non-US public companies, and through our leading Capital Markets Practice. With a team that includes former US Securities and Exchange Commission (SEC) senior staff members, our Corporate Governance and Disclosure Practice offers clients a unique combination of substantive knowledge, practical experience and skill that creates substantial efficiencies and allows for real-time responsiveness.

### PRACTICE AT-A-GLANCE

- Deep bench of experienced lawyers primarily focused on public company counseling
- Corporate lawyers draw on the firm’s preeminent securities enforcement and regulatory practices when clients encounter corporate crises or need guidance on important public policy issues
- Routinely consulted on the most sensitive, difficult and important disclosure and governance issues faced by major companies worldwide
- Advise on SEC and stock exchange requirements, shareholder proposals, corporate governance practices, anti-takeover defenses, investor expectations and emerging best practices, and interactions with activist shareholders

### PRACTICAL ADVICE BASED ON IN-DEPTH INSIGHT

- We regularly advise public company clients on corporate governance and disclosure matters. These clients include Agios Pharmaceuticals; Akamai Technologies; Analog Devices; CIRCOR International; Danaher Corporation; Editas Medicine; Generation Bio; Genpact; Hilton; Huntington Ingalls Industries; Kala Pharmaceuticals; Karyopharm Therapeutics; MKS Instruments; Northrop Grumman; PTC Therapeutics; Revvity (FKA PerkinElmer); S&P Global; Skyworks Solutions; Solid Biosciences; State Street Corporation; Thermo Fisher Scientific, and The Walt Disney Company.



#### **Chambers USA**

Ranked Band 1 for Securities Regulation: Advisory – Nationwide (2020–2023)

#### **U.S. News – Best Lawyers®**

Ranked Among the Best Law Firms for Corporate Law (2023)

## SELECT EXPERIENCE

### Disclosure Practice

- Advise on substantive and technical filing and disclosure questions
  - Draft and review SEC filings, press releases and informal market communications
  - Help companies anticipate and respond to SEC staff comments
- Assist companies in understanding and complying with
  - Current requirements, including Regulation FD (selective disclosure), Regulation G and related rules (non-GAAP measures), Section 16 reporting, and executive compensation disclosure
  - New and emerging requirements and market expectations, including the use of the proxy statement as an engagement tool; risk management, including cybersecurity and reputational risks; use of social media, and the full range of ESG disclosure areas, including climate matters, diversity and human capital management, human rights, and supply chain practices

### Corporate Governance Practice

- Advise on compliance with SEC and stock exchange requirements
- Help clients identify and understand emerging practices, investor perspectives and proxy advisory firm policies
  - Environmental, social and governance (ESG) practices and disclosure
  - Board refreshment and diversity
  - Shareholder engagement
- Analyze and respond to shareholder proposals
- Create tailored and effective charters and bylaws, governance policies, committee charters, disclosure policies, internal controls, whistleblower policies and succession planning
- Advise on takeover defenses and responding to activists
- Serve as independent counsel to audit committees

100+

publicly traded companies  
rely on our services as  
outside counsel

**“A market-leading practice in the securities regulatory space, representing top-tier clients on everything from high-stakes enforcement proceedings to day-to-day compliance and corporate governance.”**

— *Chambers USA 2023*



**Recognized in the 2017–2023 editions of *The Legal 500 United States for M&A/Corporate and Commercial: Corporate Governance***

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