



Corporate Governance and Disclosure

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 address 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 Akamai Technologies; Analog Devices; Blue Apron; Casa Systems; Discovery; Editas Medicine; Endurance International Group; Genpact; Hilton; Houghton Mifflin Harcourt; Huntington Ingalls Industries; MKS Instruments; PerkinElmer, Inc.; Progress; Skyworks Solutions; State Street Corporation; Thermo Fisher Scientific; and WEX.



Corporate Board Member

In 2014, 2016 and 2018, WilmerHale was named to the Top National Corporate Law Firms list, a comprehensive ranking of the top 25 firms in the nation. Results are based on law firm surveys and feedback from thousands of directors and general counsel.

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)
 - 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; sustainability; and use of social media

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 governance policies, committee charters, disclosure policies and whistleblower policies
- Advise on takeover defenses and responding to activists
- Serve as independent counsel to audit committees

100+

publicly traded companies
for which we serve
as outside counsel

**“Highly esteemed
firm offering
expertise in a range
of matters including
M&A, corporate
governance and
private equity.”**

— *Chambers USA 2020*



**Recognized in the 2017-
2020 editions of *The Legal
500 United States for M&A/
Corporate and Commercial:
Corporate Governance***