



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
- Team draws 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
- Advises 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 some of the largest U.S. public companies on corporate governance and disclosure matters. These clients include dozens of prominent S&P 500 companies in the consumer products, defense, financial services, hospitality, life sciences, manufacturing and pharmaceutical sectors.



Chambers USA

Ranked Band 1 for Securities
Regulation: Advisory – Nationwide
(2020–2025)

U.S. News – Best Lawyers®

Ranked Among the Best Law Firms
for Corporate Law (2024)

SELECT EXPERIENCE

Disclosure Practice

- Advise on substantive and technical filing and disclosure questions
 - Draft and review SEC filings, press releases and other 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 short-swing liability avoidance, 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 environmental, social and governance disclosure considerations, including with respect to climate, human capital management 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
 - Board refreshment and diversity
 - Shareholder engagement
- Assist clients on sensitive topics, such as board and executive transition scenarios, related party transactions, and board assessments
- 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
- Serve as independent counsel to audit committees
- Develop scenario planning models to manage and anticipate crisis response situations and evolving regulatory and enforcement expectations

100+

publicly traded companies rely on our services as outside counsel

“The team provides both substantive and strategic advice and is always client-focused.”

“The firm brings practical perspectives and experience.”

— *Chambers USA 2024*



Recognized in the 2017–2025 editions of *The Legal 500* United States for M&A/Corporate and Commercial: Corporate Governance.

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