



HIGHLIGHTS

- **Providing Expertise and Advice on Significant and Sensitive Matters**
We advise the management teams, directors, and special board or management committees of large public and private companies on their most important and sensitive matters.
- **Comprehensive and Coordinated Counsel**
Our multidisciplinary approach enables us to offer comprehensive and coordinated legal counsel across all areas related to complex public company matters, including securities, compensation, M&A, antitrust, litigation, internal and agency investigations, and tax.
- **An Experienced Team of Practitioners**
Our attorneys include many former senior officials at major regulatory and judiciary bodies in the areas of governance and compliance, including the former Chancellor and a former Vice Chancellor of the Delaware Court of Chancery.
- **Practical and Incisive Thought Leadership**
Visit www.known Trends.com—your source for the latest public company reporting developments and disclosure trends.



Wilson Sonsini's Known Trends blog is your source for insights on the latest public company reporting developments and disclosure trends, with incisive commentary on public company corporate governance and Delaware law matters. Visit www.known Trends.com and subscribe to stay connected.

OVERVIEW

Sophisticated Corporate Governance Counsel

Wilson Sonsini's corporate governance team represents the management teams, directors, and special board or management committees of some of the largest companies in the world. We provide trusted legal counsel to help clients resolve their most pressing challenges, address sensitive matters, and pursue their most important strategic opportunities. Additionally, we advise clients on ongoing governance matters that are vital to their businesses, counseling them on the implementation of board best practices, director fiduciary duties, and compliance with state and federal laws. We also conduct investigations on behalf of management, boards of

directors, and special board or management committees, and represent companies in contested matters, including stockholder litigation demands and stockholder actions.

Corporate Governance



Advisory Experience: Comprehensive and Coordinated Counsel

Wilson Sonsini's corporate governance team applies a multidisciplinary, holistic approach that enables us to offer comprehensive and coordinated legal counsel across all areas related to complex public company matters, including securities, compensation, M&A, antitrust, litigation, internal and agency investigations, and tax. The corporate governance team also advises on complex and novel private company matters.

Our governance attorneys have demonstrated—client by client, and matter by matter—that we can provide exactly the type of expertise that boards and senior management need to manage multiple interdependent functions, and also advise them in situations when priorities conflict with each other.

The team's comprehensive scope of expertise includes:

- State and federal securities and governance law compliance, including disclosure and stock exchange requirements, and Sarbanes-Oxley and Dodd-Frank compliance
- Director fiduciary duties

- Board composition, procedures, and election contests
- Committee compensation and procedures
- Special Committee formation and execution
- Internal corporate structure and risk management
- Best practices for boards, committees, and officers
- Executive succession
- Restatements, internal controls, and other accounting-related matters
- Merger and acquisition strategy
- Shareholder and market communications
- Crisis management
- Shareholder proposals and activism
- Auditor relationships and independence
- Relationships and interactions with the SEC and national exchanges
- Audit committee and other internal investigations

Securities and Corporate Governance Litigation: A Track Record of Resolving Complex Disputes

Wilson Sonsini's multidisciplinary approach is perhaps best exemplified by the firm's capacity to represent clients as disputes arise. We represent public and private companies, their officers and directors, and special board committees in complex contested matters, including M&A litigation, corporate control disputes, shareholder litigation demands, and derivative lawsuits. The firm also represents financial institutions and investors in governance-related disputes.

Our accomplished securities litigation team is regarded as one of the top securities defense practices in the U.S., based on the team's track record of representing clients in securities and derivative actions in federal and state courts, and before the SEC and other regulatory agencies. According to Lex Machina, the firm was the second-most hired counsel for nationwide federal securities cases filed in 2019. For more information, see our [securities litigation practice overview](#).

Additionally, we have an experienced governance litigation team that represents special litigation and demand committees in conducting investigations of alleged misconduct and breaches of fiduciary duty. Our team has successfully litigated many leading corporate governance cases, including numerous cases in Delaware, California, and across the U.S. For more information, see our [corporate governance litigation overview](#).

Delaware Law Expertise: A Strategic Client Advantage

Because Delaware law and courts are inherently important to corporate governance situations—including the most nuanced and delicate contexts—our clients benefit from our firm's unique combination of Delaware law and litigation experience.

Wilson Sonsini's Delaware office has a team of 30 attorneys, including respected and established practitioners who have been at the forefront of the most important and wide-reaching developments in the area of corporate governance and related litigation. Our Delaware attorneys—who are fully integrated into the firm's overall corporate practice and routinely collaborate with colleagues in other regions—are expert in all aspects of Delaware corporate law and governance, and also represent clients in corporate litigation, especially in the Delaware courts. Further, the team advises clients on Delaware alternative entities, including LLCs, partnerships, and statutory trusts.

An Established and Influential Corporate Governance Team

Wilson Sonsini's corporate governance team includes professionals in offices throughout the world, including in Delaware, California, New York, Washington, Brussels, and China.

The firm's Delaware team, as noted above, is widely renowned for their corporate and governance expertise. Other members of the corporate practice have been directly involved in shaping new governance and disclosure laws, with some serving as advisors to major regulatory bodies in the areas of governance and disclosure.

In addition, our corporate governance practice includes senior, top-level practitioners who have held significant roles in U.S. Attorneys' offices, the Securities and Exchange Commission, the Department of Justice, the Federal Trade Commission, the National Security Division, and other prosecutorial or regulatory enforcement posts.