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.
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.

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
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 more than 25 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. Former Chancellor William B. Chandler III, who led the Delaware Court of Chancery for 14 years, is widely regarded as one of the world’s most influential and well-respected jurists on corporate law and governance matters. Other partners based in the Delaware office include Ryan Greecher, Amy Simmerman, and Brad Sorrels. Also resident in the Wilmington office is former Delaware Supreme Court Justice Randy J. Holland, who joined the firm following his retirement from the court after more than 30 years of service.

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.

For example, Wilson Sonsini founder and senior partner Larry Sonsini led the NYSE Commission on Corporate Governance from 2009 to 2010, when it issued its final report, and chaired the NYSE Regulation, Enforcement, and Listing Standards Committee from 2003 to 2008. He currently is a member of the exchange’s Proxy Working Group, as well as the Securities and Exchange Commission’s Advisory Committee on Capital Formation and Regulatory Processes. From 1996 to 2011, Steve Bochner served on the Nasdaq Listing and Hearing Review Council, including as chair and co-chair. He also served as a member of the SEC Advisory Board on Smaller Public Companies, and was chairman of the Governance and Disclosure Subcommittee of the SEC Advisory Committee.
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.

**Top Ranked by Directors and General Counsel of Publicly Traded Companies**

Wilson Sonsini is consistently ranked among the top law firms in the U.S. by directors and general counsel of publicly traded U.S. corporations, based on an annual survey published by *Corporate Board Member* magazine. *The Recorder*, published by American Lawyer Media, recently recognized the firm as having the top Capital Markets and Corporate Governance practice.