

FCPA and Anti-Corruption



HIGHLIGHTS

■ Practical, Effective FCPA Compliance Counsel and Representation

Wilson Sonsini advises companies on ongoing FCPA compliance strategies and helps clients with respect to government inquiries and investigations concerning global business activity.

■ A Growing FCPA and Anti-Corruption Practice

Wilson Sonsini recently expanded its FCPA practice with the addition of Tarek Helou. The team now has even greater experience, including all-important agency enforcement perspective and expertise concerning the activities that trigger government scrutiny, inquiries, and investigations.

OVERVIEW

Wilson Sonsini has a team of attorneys focused on representing and advising individuals and corporate clients in connection with Foreign Corrupt Practices Act (FCPA) and similar anti-corruption and anti-bribery matters. Our FCPA attorneys have extensive experience:

1. counseling clients on FCPA and anti-corruption compliance, including developing compliance programs, performing audits, and conducting risk assessments;
2. conducting due diligence and providing counsel during mergers, acquisitions, initial public offerings, and financings, and in connection with third-party engagements; and
3. representing individuals and corporations in internal investigations and government enforcement actions and litigation concerning FCPA, anti-corruption, and anti-bribery-related matters.

Our FCPA attorneys have significant government or law enforcement experience coupled with years in private practice or time spent as in-house counsel. This wide range of experience directly corresponds to the variety of FCPA and anti-corruption issues that our attorneys have handled, from counseling and compliance advice to due diligence, investigations, and enforcement actions.

FCPA and Anti-Corruption Counsel

Wilson Sonsini's attorneys have designed and implemented comprehensive FCPA and anti-corruption compliance programs for clients across various sectors, including technology, life sciences, medical device, and pharmaceutical industries, working closely with in-house teams to establish company-wide internal controls and compliance procedures. Our attorneys understand that anti-corruption compliance programs are not one-size-fits-all, and we employ a custom-tailored approach to our compliance counseling. Our attorneys have also conducted FCPA and anti-corruption compliance training for company employees, as well as their business partners and service providers, as necessary.

Further, Wilson Sonsini's attorneys serve as day-to-day anti-corruption compliance counsel to numerous clients addressing various issues as they arise in a company's normal course of business. For example, our FCPA attorneys draft third-party agreements and provide counseling regarding third-party business partners and joint ventures; travel, gift, and entertainment issues or guidelines;

incentive or award programs; grants; charitable and political donations; and specific requests or questions regarding interactions with government officials.

In addition, our attorneys have significant experience performing anti-corruption compliance audits and risk assessments for companies of all sizes and maturity. Each client or potential client receives a tailored work plan and cost estimate geared toward the individual goals of the audit or risk assessment.

Due Diligence

Wilson Sonsini's FCPA and white collar crime attorneys support the firm's world-renowned mergers and acquisitions, capital markets, financings, and general corporate practices. In this context, our FCPA attorneys take the lead on drafting FCPA, anti-corruption, and anti-bribery representations, warranties, covenants, and certifications, and conducting due diligence for myriad forms of corporate transactions.

For decades, Wilson Sonsini has been among the leading legal services providers to corporate clients involved in transactions, and the firm has represented clients in thousands of mergers, acquisitions, financings, and initial public offerings. As a result, our attorneys have often been engaged to conduct internal FCPA and anti-corruption due diligence investigations in conjunction with M&A, IPO, and other transactions. Our FCPA attorneys are adept at gauging the legal and financial exposure presented by business and transaction partners related to FCPA, anti-corruption, and anti-bribery issues. Likewise, our robust anti-corruption practice helps companies establish and consider certain compliance enhancements or remedial measures in light of issues identified during the due diligence process, including best practices for integrating newly acquired businesses into a company's compliance program.

Internal FCPA Investigations

Wilson Sonsini has more than 25 attorneys with experience undertaking internal investigations on behalf of corporate clients, general counsels, and boards of directors to assess and report on possible FCPA-related oversights or improprieties.

Our attorneys have conducted internal assessments and investigations and provided legal opinions on past actions that represent possible FCPA violations, including activities taken directly or indirectly by company agents and other actors who may have put the company at risk. We understand that the scope and process employed in an internal investigation must take into account a company's size and resources. Because of the unique nature of Wilson Sonsini's client base, our FCPA attorneys take a bespoke approach to each internal assessment and investigation, rather than treating all FCPA issues, assessments, or investigations the same.

Government FCPA Investigations and Enforcement

Wilson Sonsini has defended corporate clients facing government investigations, agency enforcement actions, and litigation related to FCPA and other corruption allegations.

We have significant experience advising clients on investigations initiated by the DOJ and SEC, as well as parallel investigation by non-U.S. authorities in other jurisdictions. Our clients benefit from our attorneys' situational awareness, which is based on their familiarity with prosecutorial and enforcement tactics on a global basis.

The firm has also assisted clients in FCPA investigations prompted by whistleblowers and other self-monitoring functions that have been put in place in response to heightened regulatory scrutiny.

In this highly sensitive area, clients have ranged from growing mid-size companies to multinational corporations with global operations, many of which are in highly competitive industries, including the technology, financial, pharmaceutical, medical device, life sciences, and energy sectors. In early stages, we have helped clients evaluate available strategies and, in certain cases, we have significantly narrowed the scope of FCPA investigations and/or convinced the government that charges are not warranted. If FCPA investigations proceed, our attorneys often take a lead role in negotiations with enforcement authorities. In certain FCPA investigations, we helped clients achieve complete containment, resulting in the cessation of the inquiry. In others, we secured settlements resulting in limited or no financial penalty or admissions of wrongdoing. Our attorneys have achieved numerous favorable dispositions of FCPA matters, including the outright disposal of FCPA investigations.

For more information, visit the firm's [board/internal investigations](#), [government investigations](#), and [white collar practice](#) pages.

Agency and Regulatory Experience

The consequences of FCPA civil or criminal liability are real. Violations can result in significant criminal and civil sanctions and penalties, including the possibility of long-term incarceration and large fines. Therefore, our clients have sought the help of only the most experienced legal counsel when potential FCPA problems have surfaced.

Wilson Sonsini's FCPA team consists of senior-level practitioners who are subject-matter experts in highly relevant areas. For example, our attorneys have previously held significant roles in U.S. Attorneys' Offices, the SEC, the DOJ, and other prosecutor or regulatory enforcement posts. Members of the team include:

- A former federal prosecutor in the Criminal Division of the U.S. Attorney's Office for the Eastern District of New York
- A former assistant U.S. attorney in the Criminal Division of the U.S. Attorney's Office for the Southern District of New York
- A former federal criminal prosecutor for the Northern District of California
- A former two-term member of the Advisory Committee on the Federal Rules of Criminal Procedure for the U.S. Judicial Conference, appointed by Chief Justice Roberts
- A former enforcement attorney from the SEC's Division of Enforcement

Other attorneys on Wilson Sonsini's investigations team are closely familiar with the board and board committee composition and independence considerations often tied to government FCPA investigations.