

Board and Internal Investigations



HIGHLIGHTS

■ **Trusted Advisors to Management, Boards, and Committees**

Wilson Sonsini's team is called upon by boards, senior management, special committees, and in-house counsel to lead investigations of any size and scope from start to finish, ranging from short-term fact-finding inquiries to long-term, comprehensive probes involving highly sensitive issues.

■ **Agency and Regulatory Experience**

Wilson Sonsini's team is anchored by senior practitioners who have held significant roles in U.S. Attorneys' offices, the SEC, the DOJ, the NSD, and other prosecutorial or regulatory enforcement posts, as well as current and former senior officials at major regulatory and judiciary bodies in the areas of governance, securities laws, stock exchange rules, compliance, and corporate best practices.

■ **Investigations Experience in Key Industries**

Wilson Sonsini has undertaken investigations matters for clients in industries such as the computer hardware, software, life sciences, healthcare, energy, social media, and pharmaceutical sectors.

OVERVIEW

Practice Dimension and Scope

With one of the largest practices of its kind among AmLaw 100 law firms, Wilson Sonsini has a team of attorneys experienced with undertaking board and internal investigations on behalf of corporate clients. The firm's investigations team has earned the confidence of senior management and boards of directors at some of the world's leading companies by providing sound counsel and effective, often best-case-scenario results.

Wilson Sonsini attorneys have led investigations at the request of boards, audit committees, special committees, management, and in-house legal counsel. Investigations have often been initiated to assess and report on possible oversights or improprieties. The firm's attorneys have shown they are attuned to the unique board and board committee composition and independence considerations often tied to investigations.

Our team's experience gives us the ability to lead an investigation of any size and scope from start to finish. Investigations have ranged from short-term fact-finding inquiries to long-term comprehensive probes involving highly sensitive issues when the objective is to avoid or resolve systemic problems.

Recent internal investigations have concerned potential accounting issues, disclosure requirements, possible FCPA violations, healthcare fraud inquiries, and insider trading. Our investigations team has also conducted due diligence and other internal assessments in conjunction with high profile mergers and acquisitions, financings, and other corporate transactions.

In certain investigations, we helped clients achieve containment, so minor issues never escalated into high-profile controversies. In others, we mobilized quickly to help clients protect corporate brands and reputations. We have also advised clients on policies and internal controls aimed at avoiding future penalties or risk of exposure.

Clients in this area have included mid-size to global companies in key industries, including the computer hardware, software, life sciences, healthcare, energy, social media, and pharmaceutical sectors.

Agency and Regulatory Experience

Investigations are often initiated to prevent or limit irreparable damage to reputation and revenue. Considering the consequences of failure, clients seek out proven and experienced legal counsel.

Our board and internal investigations practice is anchored by senior, top-level practitioners who have held significant roles in U.S. Attorneys' offices, the SEC, the DOJ, the NSD, and other prosecutorial or regulatory enforcement posts. Members of our 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
- A former assistant chief of the National Criminal Enforcement Section in the DOJ's Antitrust Division
- A former special assistant to the directors of enforcement in the DOJ's Antitrust Division's Office of Operations
- A former special counsel for international trade in the DOJ's Antitrust Division

Our team also includes current and former senior officials at major regulatory and judiciary bodies in the areas of governance, securities laws, stock exchange rules, compliance, and corporate best practices, including:

- A former Chancellor of the Delaware Court of Chancery
- A former Vice Chancellor of the Delaware Court of Chancery
- The current chair of the NYSE Commission on Corporate Governance
- A current member of the IPO (JOBS Act) Task Force created by the U.S. Treasury Department
- A current member of the Advisory Board of the Securities Regulation Institute
- A member of the SEC Advisory Committee on Smaller Public Companies
- The current co-chair of the NASDAQ Listing and Hearing Review Counsel
- The current chairman of the NYSE Enforcement and Listing Standards Committee

The specialized regulatory and advisory experience of the attorneys in our board and internal investigations practice is a significant advantage to our clients who benefit from our deep familiarity with prosecutorial and enforcement tactics.

Our attorneys are uniquely able to draw on their current and past roles to assist clients with internal investigations prompted by state and federal regulatory schemes. We have undertaken internal investigations and represented clients before key federal enforcement agencies, including the DOJ, SEC, FTC, CFTC, IRS, and FINRA. We have also represented clients in conjunction with investigations led by various state attorney general offices.