



O'MELVENY & MYERS LLP

Marty Dunn

PARTNER



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Martin Dunn is a partner in O'Melveny's Washington, DC office and a member of the Corporate Finance Practice. Prior to joining O'Melveny, he spent 20 years in various positions at the US Securities and Exchange Commission (SEC), most recently as Deputy Director, and former Acting Director, of the Division of Corporation Finance. As Deputy Director, he supervised that Division's Offices of Chief Counsel, Chief Accountant, Mergers and Acquisitions, International Corporate Finance, Rulemaking, Small Business, and Enforcement Liaison.

Illustrative Professional Experience

- Provided guidance on securities law compliance to newly formed, publicly traded companies
- Counseled companies through the public offering process, including compliance with SEC requirements and responses to SEC comments
- Provided guidance on corporate governance best practices to publicly traded companies
- Counseled Nasdaq company through "option backdating" and restatement issues
- Counseled Fortune 500 company through a proxy contest with significant shareholder
- Provides ongoing corporate/securities counsel to a number of large and medium-sized publicly traded companies
- Provides ongoing equity derivatives advice

While at the SEC, Marty was responsible for a wide range of rulemakings, including:

- Proxy Access Proposals (2007)
- Regulation D Proposed Modernization (2007)
- Form D Proposed Electronic Requirements (2007)
- Smaller Reporting Company Proposed Disclosure System (2007)
- Rule 144 Proposed Simplification (2007)
- Form S-3 Proposed Expansion (2007)
- Section 12(g) Proposed Exemption for Options (2007)
- Foreign Private Issuer Deregistration (2007)
- Internet Availability of Proxy Materials (2007)
- Tender Offer Best Price Rules (2006)
- Shell Company Rules (2005)
- Securities Offering Reform (2005)
- Section 12(d) Modernization (2005)
- Nominating Committee Disclosure (2003)
- Regulation G (Non-GAAP Financials) (2003)
- Exemption for Standardized Options (2002)
- Householding of Proxy Materials (2000)
- Financial Statements for Guarantors (2000)
- Rule 504 Amendments (1999)
- Plain English Disclosure Requirements (1998)
- Rule 144 Amendments (1997)
- Additional Small Business Initiatives (1993)
- Small Business Initiatives (1992)

Professional Activities

Speaker, "Fundamentals of Securities Law," ALI-ABA, Various locations; "Rocky Mountain Securities Conference," Colorado Bar Association, Denver, CO; "Northwest Securities Institute," Oregon Bar Association, Oregon, Washington, British Columbia; "Securities Regulation and Business Law Problems," University of Texas, Dallas, TX; "Annual Institute on Securities Regulation," Practising Law Institute, New York, NY; "Annual Ray Garrett Jr. Corporate and Securities Law Institute," Northwestern University School of Law, Chicago, IL; "SEC Speaks," Practising Law Institute, Washington, D.C. (Co-Chair, 2006); "Los Angeles County Bar Association Securities Regulation Seminar," Los Angeles, CA; "Annual Securities Regulation Institute," Northwestern University School of Law, Coronado, CA; "Advanced Securities Law Workshop," Practising Law Institute, San Diego, CA; "Regulation D Offerings and Private Placements," ALI-ABA, Scottsdale, AZ

Adjunct Professor, Georgetown University Law Center, "Current Issues in Securities Regulation," (1998-2003)

Recipient, SEC Capital Markets Award (2001, 2002, 2006); SEC Regulatory Simplification Award (2005); SEC Law and Policy Award (2000, 2004); SEC Chairman's Award for Excellence (2000); Federal Bar Association's Philip A. Loomis, Jr. Award (1998); SEC Chairman's Plain English Award (1998); SEC Supervisory Excellence Award (1995); Chambers USA (2009, 2010) Leading Individual in Securities Regulation: Advisory; Chambers USA (2009, 2010) Leading Individual in Securities Regulation

professional focus

Capital Markets
Corporate Finance
Corporate Practice
White Collar Defense and Corporate Investigations
Mergers and Acquisitions
Securities Enforcement
Derivatives and Structured Products
Chinese Company Public Offerings in the United States and Hong Kong

education

American University, Washington College of Law, J.D., 1988
University of Notre Dame, B.B.A., Finance, 1985

admitted

District of Columbia; Maryland

publications

SEC Adopts "Proxy Access" Rules (Capital Markets, Corporate Finance)

What Public Companies Need to Know Now About the Dodd-Frank Wall Street Reform and Consumer Protection Act (Corporate Finance Alert, July 21, 2010)

SEC Seeks Public Comment on Reform of the U.S. Proxy System (Corporate Finance Alert, July 14, 2010)

New SEC Guidance Regarding the Suspension of Exchange Act Reporting (Corporate Finance Alert, March 24, 2010)

Preparing the New Proxy Disclosures – Some Examples and Analysis (Corporate Finance Alert, March 15, 2010)

SEC Issues Amendments to E-Proxy Rules (Corporate Finance Alert, February 26, 2010)

SEC Publishes Interpretive Guidance on Climate Change Disclosure (Corporate Finance Alert, February 10, 2010)

SEC Adopts Interpretive Guidance on Climate Change Disclosure (Corporate Finance Alert, January 28, 2010)

SEC Issues No-Action Letter Permitting Reliance Upon Section 3 (a)(9) in Exchanges of Securities with Upstream

Guarantees (Corporate Finance Alert, January 14, 2010)

SEC Approves Significant New Proxy Disclosure Requirements (Corporate Finance Alert, December 16, 2009)

SEC's Division of Corporation Finance Publishes Guidance Regarding Shareholder Proposals (Corporate Finance Alert, November 30, 2009)

SEC Proposes Amendments to the E-Proxy Rules (Corporate Finance Alert, November 18, 2009)

Securities and Exchange Commission Announces Changes to Short Selling Rules (Corporate Finance Alert, July 29, 2009)

SEC Releases Proposed Proxy Rule Amendments (Governance and Executive Compensation Alert, July 15, 2009)

That Stock Grant Could Cost More Than You Think -- The Application of the Hart-Scott-Rodino Act to Officer and Director Equity Compensation (Corporate Finance Alert, July 8, 2009)

Elimination of Broker Discretionary Voting in Director Elections (Corporate Finance Alert, July 1, 2009)

SEC Proposes Significant Proxy Rule Amendments (Corporate Finance Alert, July 1, 2009)

SEC Proposes "Proxy Access" Rules (Corporate Finance Alert, May 20, 2009)

Implementing the SEC's XBRL Rules (Corporate Finance Alert, April 21, 2009)

SEC No-Action Positions Significantly Increase Potential for Combined Short Slates (Corporate Finance Alert, April 7, 2009)

Chairman Mary Schapiro Outlines the SEC's Near-Term Agenda (Corporate Finance Alert, April 6, 2009)

SEC Issues Updated Guidance on Rule 10b5-1 Trading Plans (Corporate Finance Alert, March 27, 2009)

O'Melveny & Myers Client Alaska Air Group Receives Groundbreaking Shareholder Proposal No-Action Letter (Corporate Finance Alert, March 11, 2009)

Proposed Delaware General Corporation Law Amendments (Corporate Finance Alert, March 10, 2009)

The SEC Staff Provides Guidance Regarding Shareholder Proposals (Corporate Finance Alert, November 10, 2008)

[How to Comply with the SEC Short Sale Disclosure Requirement](#)

(Corporate Finance Alert, October 29, 2008))

[SEC Amends the Rule 12g3-2\(b\) Exemption for Foreign Private Issuers](#)

(Corporate Finance Alert, October 10, 2008)

[Securities and Exchange Commission Extends Effective Dates of Emergency Actions Regarding Short Sales and Issuer Repurchases](#) (Corporate Finance Alert, September 22, 2008)

[Securities and Exchange Commission Issues New Rules on Short Selling](#)

(Corporate Finance Alert, September 18, 2008)

[SEC Votes to Provide New Interpretive Guidance Regarding Corporate Websites](#) (Corporate Finance Alert, August 1, 2008)

[The Delaware Supreme Court Rules in CA, Inc. v. AFSCME: A New Framework for Analyzing Bylaws and Shareholder Proposals](#)

(Corporate Finance Alert, July 25, 2008)

[Is the "Shelf Life" of Your Registration Statement About to Expire? It's Time to Determine Whether You Need New Shelf Registration Statements](#) (Corporate Finance Alert, July 17, 2008)

events

Dunn to Speak at PLI's Advanced Securities Law Institute 2010