



Public Company Advisory

Key Contacts



Shelly Heyduk
Newport Beach
D: +1-949-823-7968



Robert Plesnarski
Washington, DC
D: +1-202-383-5149



C. Brophy Christensen
San Francisco
D: +1-415-984-8793



Michelle Earley
Austin
D: +1-737-261-8629



Mark D. Peterson
Newport Beach
D: +1-949-823-6971



Overview

Today's high-scrutiny corporate environment presents a stunning array of challenges for public companies and their executives and board members. A globalized economy, fast-changing regulations and stakeholder expectations make compliance and governance high-stakes endeavors—and missteps are costly.

From SEC reporting to corporate governance to compliance-related counseling, O'Melveny's Public Company Advisory team offers the senior resources, deep and diverse experience, and creativity to offer public companies a competitive edge. Our team comprises lawyers across the United States with decades of experience addressing public company issues as outside counsel, former in-house counsel, former board members, and as former senior officials serving within the SEC and other regulatory bodies.

Our experienced team assists our public company clients with the compliance, disclosure and corporate governance issues they face every day, guiding them on SEC regulations, stock exchange and related

Accolades

"With its national coverage and depth of expertise, the

firm's bet-the-company labor and employment litigation practice is very well known."

Legal 500 US

requirements, and corporate governance best practice trends and developments relevant to their various constituents and stakeholders. Through our deep-seated relationships with these clients and wide array of other services offered by O'Melveny, we help our clients see around corners and provide a one-stop shop to address their needs.

Our clients span diverse industries—from technology to healthcare/life sciences to real estate/REITs to retail/consumer services—and range from decades-old Fortune 500 public companies to newly-public emerging growth companies and smaller reporting companies, giving us a breadth of experience that enables us to nimbly help our clients through their life cycles.

Our key practice areas include:

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► Securities Regulation

- Assist companies with SEC and reporting requirements under the Securities Exchange Act of 1934, including Forms 8-K, Forms 10-K/Q, and Section 16 and Section 13 beneficial ownership reporting
- Assist companies in connection with annual and special shareholder meetings, including compliance with the proxy rules, proxy statement preparation and assistance in responding to Rule 14a-8 shareholder proposals and related SEC no-action letters
- Advise on the myriad of regulatory requirements relevant to public companies under the Securities Exchange Act of 1934, Sarbanes-Oxley Act, Dodd-Frank Act and other applicable laws and regulations, including Regulation FD, Regulation G, insider trading laws and Rule 10b5-1, share repurchase programs and conflict minerals reporting
- Provide specialized securities law regulatory advice to issuers in connection with capital markets, M&A and other transactions, including requirements under Section 5 of the Securities Act of 1933, Regulation D, Rule 144, Regulation M, the tender offer rules, Regulation M-A and financial statement requirements under Regulation S-X
- Assist companies in obtaining waivers and “no-action” relief from the SEC regarding company-specific issues, including disclosure and financial statement requirements

► Corporate Governance

- Advise on compliance with stock exchange listing and corporate governance requirements
- Advise pre-public companies and their boards on governance structures, taking into account corporate governance best practices, board accountability and oversight and protecting long-term shareholder value
- Counsel companies on corporate governance best practices, trends

- and developments, including proxy advisor and institutional investor voting policies, and establish and advise on related corporate governance policies, board committee charters and related documents
- Provide guidance on environmental, social and governance (ESG) practices and disclosure
- Counsel companies on takeover defenses, shareholder activism and responding to proxy contests

► **Corporate Counseling**

- Advise management, in-house legal counsel and/or special board committees regarding strategic corporate decisions, special investigations and related matters
- Counsel boards of directors, independent directors and board committees inside and outside the boardroom on a range of matters, including fiduciary duty obligations, conflicts of interest, risk management, board and board committee composition, director and executive compensation and succession planning

► **Executive Compensation**

- Counsel companies in structuring executive compensation programs and advise on related SEC reporting requirements
- Provide guidance related to executive compensation issues, equity incentive plans, employee benefit plans, and other employee benefit matters regulated by the Department of Labor, the IRS, the SEC and other entities

Clients

Representative clients include:

- Alaska Air Group, Inc.
- Edwards Lifesciences Corp.
- El Pollo Loco Holdings, Inc.
- Glaukos Corp.
- Guess?, Inc.
- Healthpeak Properties, Inc.
- IAA, Inc.
- Maxar Technologies Inc.
- Nkarta, Inc.
- Norwegian Cruise Line Holdings Ltd.
- Western Digital Corp.
- YETI Holdings, Inc.

[Related Practices](#)

- Bank Finance

- Capital Markets
- Executive Compensation & Employee Benefits
- Data Security & Privacy
- Foreign Corrupt Practices Act Compliance
- Mergers & Acquisitions
- Securities Litigation
- White Collar Defense & Corporate Investigations