MONDAY, JANUARY 30

7–8 a.m. | Registration and Continental Breakfast

8–8:15 a.m. | Welcome and Overview
* Juliann Cecchi, Assistant Dean, External Partnerships, Northwestern Pritzker School of Law, Chicago
* Thomas Kim, Institute Chair, Gibson, Dunn & Crutcher LLP, Washington, DC

8:15–8:45 a.m. | Alan B. Levenson Keynote Address
* Caroline Crenshaw, Commissioner, U.S. Securities and Exchange Commission, Washington, DC

8:45–9 a.m. | Break

9–10:15 a.m. | General Counsels Speak – Looking Ahead
* Grappling with the SEC’s ambitious rulemaking agenda and its impact on boards and executive teams
* Managing stakeholders in today’s social, regulatory, and economic climate
* Leading companies on developing positions on the legal and political issues of the day
  
  **SESSION CHAIR**
  * Thomas Kim

  **PANELISTS**
  * Kerry McLean, Executive Vice President, General Counsel and Corporate Secretary, Intuit Inc., Mountain View, CA
  * Lanesha Minnix, Executive Vice President and General Counsel, Ecolab Inc., St. Paul, MN
  * Scott Morgan, SVP, Chief Legal Officer, Global Affairs & Secretary, Splunk Inc., San Francisco

10:15–10:30 a.m. | Break

10:30–11:45 a.m. | Climate Change Disclosures
* SEC climate rulemaking update
* Climate disclosure requirements in the EU and how they can apply to

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**JANUARY 30 - FEBRUARY 1, 2023 • CORONADO, CA • INSTITUTE AGENDA**

**SECURITIES REGULATION INSTITUTE**
Celebrating Yesterday. Educating Today. Shaping Tomorrow.

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**Join us as we recognize the Institute’s history, acknowledge and remember those who have contributed to the legacy of this program, and celebrate this milestone in continuing legal education with colleagues & clients.**

**Northwestern PRITZKER SCHOOL OF LAW**
US-based companies

- TCFD and CDP reporting tips
- Current trends in climate reporting
- Collection tips for climate data for reporting purposes

SESSION CHAIR
Keir Gumbs, Chief Legal Officer, Broadridge Financial Solutions, Inc., Washington, DC

PANELISTS
Melissa Campbell Duru, Covington & Burling LLP, Washington, DC
Karen Garnett, Head of ESG Policy and Reporting, Charles Schwab & Co., Inc., Washington, DC
Alvin Huntspon, Head of ESG Strategy & Engagement, Uber Technologies, Inc., Atlanta
Marian Macindoe, Head of ESG Stewardship, Parnassus Investments, LLC, San Francisco

11:45 a.m.—1 p.m. | Welcome Lunch

1–2 p.m. | Capital Markets: Private Company Financings

- Overview of recent market activity in private company financing
- Areas of focus for early-stage versus later-stage companies
- Employee equity considerations in a down market

SESSION CHAIR
Dawn Belt, Fenwick & West LLP, Silicon Valley, CA

PANELISTS
Mariana Antcheva, General Counsel, Pilot.com, Inc. Mountain View, CA
Luis Bacalao, General Counsel, Y Combinator, San Francisco
Brian Patterson, Gunderson Dettmer Stough Villeneuve Franklin & Hachigian LLP, San Francisco
Lianna Whittleton, Wilson Sonsini Goodrich & Rosati, Palo Alto, CA

2–2:15 p.m. | Break

2:15–3:15 p.m. | Capital Markets for Reporting Companies

- Follow-ons, PIPEs, and other financing alternatives in choppy markets
- The future of lock-ups, trading black-outs, 10b5-1, and liquidity restrictions
- Direct listings versus traditional IPOs
- Wall-crosses, cleansing, and pre-offering marketing activities
- Pre-IPO converts a year after going public

SESSION CHAIR
David Peinsipp, Cooley LLP, San Francisco

PANELISTS
Andrew Glickman, Vice President, Legal and Business Development, sweetgreen, San Francisco
Jeffrey Karpf, Cleary Gottlieb Steen & Hamilton LLP, New York City
Cicely LaMothe, Acting Deputy Director, Disclosure Program, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC
Sarah Solum, Freshfields Bruckhaus Deringer LLP, Silicon Valley, CA
Thomas Yang, Managing Director and Associate General Counsel, Bank of America Corporation, New York City

3:15–3:45 p.m. | Houlihan Lokey Ice Cream Social

3:45–5 p.m. | New SEC Corp Fin Rules
- Cybersecurity: risk oversight and governance considerations
- Preparing for real time disclosure of cybersecurity incidents
- Evolution of Rule 10b5-1 plans
- Insider trading policies under the microscope
- Share repurchases in the spotlight and the impact of transparency

SESSION CHAIR
David Lynn, Morrison & Foerster LLP, Washington, DC

PANELISTS
Michael Arnold, Cravath, Swaine & Moore LLP, New York City
Erik Gerding, Deputy Director, Legal and Regulatory Policy, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC
Allison Handy, Perkins Coie LLP, Seattle
Jolene Negre, Associate General Counsel and Secretary, The Walt Disney Company, Los Angeles
Arden Phillips, Associate General Counsel and Corporate Secretary, Constellation Energy Corporation, Washington, DC

7:15 a.m. | Continental Breakfast

8–9 a.m. | Updates from SEC Senior Staff: Division of Corporation Finance

SPEAKERS
Erik Gerding
Renee Jones, Director, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC
Cicely LaMothe
Michael Seaman, Acting Chief Counsel, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC

MODERATOR
Meredith Cross, Wilmer Cutler Pickering Hale and Dorr LLP, New York City

9–9:15 a.m. | Break

All times Pacific Standard Time
9:15–10:30 a.m. | **Recurring Disclosure Challenges**
- New pay versus performance disclosure: key choices as to company-selected measures, peer groups, and more
- Latest SEC staff comment trends: MD&A, segment reporting, and risk factors
- Director qualifications: ESG, supply chain, and other experience
- Airplanes and other perks: complex decisions on what is integrally related to performance of executive or director duties

**SESSION CHAIR**
P.J. Himelfarb, Weil, Gotshal & Manges LLP, Washington, DC

**PANELISTS**
- Robert Beard, Senior Vice President, General Counsel & Corporate Secretary, Micron Technology, Inc., Boise, ID
- Elizabeth Morgan, King & Spalding LLP, New York City
- Christina Thomas, Kirkland & Ellis LLP, Washington, DC
- Marko Zatylny, Ropes & Gray LLP, Boston

10:30–10:45 a.m. | **Break**

10:45 a.m.–12 p.m. | **Accounting and Auditing: What Lawyers Should Focus on in 2023**
- SEC staff focus areas and frequent comments: non-GAAP measures and other metrics, macroeconomic factors, Ukraine/Russia, materiality judgments, trends in Regulation S-X waivers
- PCAOB and FASB priorities and recent developments
- Areas of focus for audit committees

**SESSION CHAIR**
Mark Kronforst, Partner, Professional Practice, Ernst & Young LLP, Washington, DC

**PANELISTS**
- Muneera Carr, Executive Vice President, Chief Accounting Officer, and Controller, Wells Fargo & Company, Dallas
- Patrick Gilmore, Partner, National Office, Deloitte & Touche LLP, Crofton, MD
- Lindsay McCord, Chief Accountant, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC
- John White, Cravath, Swaine & Moore LLP, New York City

12–1:15 p.m. | **David S. Ruder Luncheon Address**
**SPEAKER**
Honorable Collins J. Seitz Jr., Chief Justice of the Supreme Court of Delaware, Dover, DE

1:15–2:30 p.m. | **M&A Trends & Developments**
- Uncertainty in closing certainty: re-examining MAE carveouts; pre-closing covenants as the new battleground
- Trends in indemnities: what buyers and sellers can expect in a changing market
- M&A trends in 2022/2023 and the current state of the M&A market

**SESSION CHAIR**
Sharon Flanagan, Sidley Austin LLP, San Francisco
2:30—2:45 p.m. | Break

2:45—4 p.m. | Corporate Governance and Proxy Developments

- Proxy statement disclosure developments and considerations
- Practical guidance for 2023 annual meeting preparation
- Shareholder proposals: key topics and voting trends, impact of SLF 14L, and SEC rule proposals
- Continued focus on boards: board diversity and expertise
- Getting out the vote: shareholder engagement and proxy advisory firm updates

SESSION CHAIR
Lillian Brown, Wilmer Cutler Pickering Hale and Dorr LLP, Washington, DC

PANELLISTS
Krystal Berrini, Partner, PJT Camberview, San Francisco
Adé Heyliger, Weil, Gotshal & Manges LLP, Washington, DC
Katherine Kelly, Vice President, Secretary, Deputy General Counsel, Meta Platforms Inc., Menlo Park, CA invited
Colleen McIntosh, Senior Vice President, Corporate Secretary and Assistant General Counsel - Corporate Services, CVS Health Corporation, Woonsocket, RI

4—4:15 p.m. | Break

4:15—5:30 p.m. | What You Need to Know About the State of Shareholder Activism

- Shareholder activism campaigns & developments
- Advising boards of directors on activism risks & preparation
- Assessing the impact of the SEC’s universal proxy rules
- Developments in beneficial ownership and short sale disclosure requirements

SESSION CHAIR
Brian Breheny, Skadden, Arps, Slate, Meagher & Flom LLP, Washington, DC

PANELLISTS
Michele Anderson, Latham & Watkins LLP, Washington, DC
Avinash Mehrotra, Global Head of Activism and Shareholder Advisory & Takeover Defense, Goldman Sachs, New York City
Leo Strine Jr., Wachtell, Lipton, Rosen & Katz, New York City
Gabrielle Wolf, Director, Innisfree M&A Incorporated, New York City

5:30—7:30 p.m. | 50th Anniversary Sunset Celebration
7:30 a.m. | Continental Breakfast

8–9 a.m. | Updates from SEC Senior Staff: Division of Enforcement and Office of the General Counsel

SPEAKER
Dan Berkovitz, General Counsel, U.S. Securities and Exchange Commission, Washington, DC
Gurbir Grewal, Director, Division of Enforcement, U.S. Securities and Exchange Commission, Washington, DC

MODERATOR
Dixie Johnson, King & Spalding LLP, Washington, DC

9–9:15 a.m. | Break

9:15–10:30 a.m. | On the Cutting Edge: Updates in Transactional Securities Law Ethics

- Ethical issues when lawyers represent an issuer in the preparation of offering materials
- Duties of lawyers when presented with unusual circumstances in the issuance process
- Investigations into the potential fraudulent or criminal conduct of the organizational client, and attendant ethics issues
- Application of the law in the areas of conflict of interest, privilege, and confidentiality
- Ethical duties in the context of pre-corporate formation retention
- Duties and responsibilities of lawyers relating to the acceptance of equity as compensation

SESSION CHAIR
Heather Linn Rosing, CEO and President, Klinedinst PC, San Diego

PANELISTS
Carole Buckner, General Counsel, Procopio, Cory, Hargreaves & Savitch LLP, San Diego
David McGowan, Durie Tangri LLP, San Francisco
John Villa, Williams & Connolly LLP, Washington, DC

10:30–10:45 a.m. | Break

10:45 a.m.–12 p.m. | SEC Enforcement Investigations

- Private funds and other recent enforcement initiatives
- Cybersecurity and Reg S-ID
- ESG and forward-looking statements
- Financial reporting enforcement
- Enforcement sanctions and waivers: trends under the current administration
- Insider trading, whistleblower interference, FCPA, and other hot topics

SESSION CHAIR
Arian June, Debevoise & Plimpton LLP, Washington, DC
PANELISTS

Christopher Cutler, Foley & Lardner LLP, Washington, DC
Andrew Geist, O’Melveny & Myers LLP, New York City
Joan McKown, Jones Day, Washington, DC
Jane Norberg, Arnold & Porter LLP, Washington, DC

12–12:15 p.m. | Break for Boxed Lunch

12:15–1:30 p.m. | Securities Class Action and Shareholder Litigation: Key Developments and a View From All Angles

• Securities class actions: opinion and scheme liability, ESG, short seller reports, direct listings, federal forum provisions, crypto and more
• SPAC litigation: federal securities and Delaware Chancery litigation trends, impact of proposed SEC Rule
• M&A and governance litigation: busted deals, 220 Demands, Caremark and demand excusal trends, ESG and more
• A 360-degree view: plaintiff, defendant, recent judiciary, and D&O coverage: what’s on our minds and what’s coming

SESSION CHAIR
Adam Hakki, Shearman & Sterling LLP, New York City

PANELISTS

Andre Bouchard, Paul, Weiss, Rifkind, Wharton & Garrison LLP, Wilmington, DE
Darren Robbins, Robbins Geller Rudman & Dowd LLP, San Diego
Jonathan Youngwood, Simpson Thacher & Bartlett LLP, New York City

1:30–1:45 p.m. | Break

1:45–2:45 p.m. | Everything You Always Wanted to Know About Securities Laws but Were Never Given the Chance to Ask...

SESSION CHAIR
Dennis Garris, Alston & Bird LLP, Washington, DC

PANELISTS

Raquel Fox, Skadden, Arps, Slate, Meagher & Flom LLP, Washington, DC
Justin Ho, Orrick Herrington & Sutcliffe LLP, San Francisco
Lona Nallengara, Shearman & Sterling LLP, New York City
Scott Siamas, Senior Vice President & Associate General Counsel, Salesforce, Inc., San Francisco

2:45 p.m. | Institute Concludes
THANK YOU TO OUR 2023 AFFILIATES

DIAMOND AFFILIATES

Cleary Gottlieb
Cooley
WilmerHale

LEAD AFFILIATES

DLA Piper
Fenwick
Hogan Lovells
Morrison & Foerster
Shearman & Sterling
Sidley
Skadden

SUPPORTING AFFILIATES

Gunderson Dettmer
O’Melveny

PROGRAM AFFILIATES

Alston & Bird LLP
Greenberg Traurig, LLP
Ropes & Gray LLP
Stradling Yocca Carlson & Rauth
Sullivan & Cromwell LLP
Wachtell, Lipton, Rosen & Katz

As of 11.15.2022