MONDAY, JANUARY 24

8–8:15 a.m. | Welcome and Overview
Julian 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
SPEAKER
Gary Gensler, Chair, U.S. Securities and Exchange Commission, Washington, DC

8:45–9 a.m. | Break

9–10:15 a.m. | The SEC in 2022
Former SEC Commissioners and Division Directors will discuss how they expect the agency to approach its mission in 2022, including in areas relating to enforcement policy, public and private company regulation, and more.
SESSION CHAIR
Robert Jackson Jr., Pierrepont Family Professor of Law, Co-Director of the Institute for Corporate Governance and Finance, and Director of the Program of Corporate Law and Policy, New York University School of Law, New York City

PANELISTS
Stephanie Avakian, Wilmer Cutler Pickering Hale and Dorr LLP, Washington, DC
William Hinman, Simpson Thacher & Bartlett, Washington, DC
Troy Paredes, Founder, Paredes Strategies, New York City
Mary Jo White, Debevoise & Plimpton LLP, New York City

10:15–10:30 a.m. | Break

10:30–11:45 a.m. | General Counsels Speak – Looking Ahead
- ESG: focus on climate action plan, disclosures, and regulation
- Expanding role of GCs: from corporate culture to social impact to global affairs
- Doing business cross-border: opportunities, threats, and the future
- Cybersecurity: oversight, impact on supply chains, incident response

TUESDAY, JANUARY 25

Updates from SEC Senior Staff: Division of Corporation Finance
Recurring Disclosure Challenges
Accounting and Auditing in 2022: The Challenges Continue
Inaugural David S. Ruder Address
M&A Trends and Developments
ESG Disclosures 2.0: Their Time Has Come
Corporate Governance Developments: Proxy Reform, Shareholder Proposals, and Rule 10b5-1 Plans

WEDNESDAY, JANUARY 26

Updates from SEC Senior Staff: Division of Enforcement and Office of the General Counsel
Ethics: Managing Risks in a Challenging Transaction
SEC Enforcement and Investigations
Securities Class Action and Shareholder Litigation: Key Developments and Trends – Views from the Plaintiff and Defense Sides
Everything You Always Wanted to Know About Securities Law but Were Never Given the Chance to Ask…
SESSION CHAIR
Scott Morgan, Senior Vice President, Chief Legal Officer, Global Affairs & Secretary, Splunk Inc., San Francisco

PANELISTS
Rhonda Ferguson, Executive Vice President, Chief Legal Officer, General Counsel, and Secretary, The Allstate Corporation, Northbrook, IL
Kerry McLean, Executive Vice President, General Counsel and Corporate Secretary, Intuit Inc., Mountain View, CA
Teresa Wynn Roseborough, Executive Vice President, General Counsel, and Corporate Secretary, The Home Depot, Inc., Atlanta
Timothy Steinert, former General Counsel and Secretary, Alibaba Group, Hong Kong SAR

11:45 a.m—12:45 p.m. | Lunch Break

12:45—2 p.m. | Developments in Stakeholder Governance: When the Purpose of a Corporation Goes Beyond Engaging in “Any Lawful Act or Activity”

- Mission-oriented IPO companies embrace PBC form
- Large Cap resistance to PBC conversion shareholder proposals
- Bespoke approaches to stakeholder governance
- Investor views on PBCs and stakeholder governance
- Fiduciary duties in the age of stakeholder governance
- Meeting the growing demand: an efficient and effective approach to EESG/Caremark

SESSION CHAIR
Sarah Solum, Freshfields Bruckhaus Deringer LLP, Silicon Valley, CA

PANELISTS
Richard Baer, Chief Legal Officer, Airbnb, Inc., San Francisco
Celeste Ferber, Vice President, Legal, Zymergen, Inc., Emeryville, CA
Scott Siamas, Senior Vice President & Assistant General Counsel, Corporate, Securities & Global Governance, Salesforce, Inc., San Francisco
Leo Strine Jr., Wachtell, Lipton, Rosen & Katz, New York City

2—2:15 p.m. | Break

2:15—3:30 p.m. | Capital Markets: Private Company Financing

- Crossover fund requirements in late-stage financings
- Trends in ESG financing terms
- Structuring employee liquidity programs
- SPVs and other investment fund structures

SESSION CHAIR
Allison Spinner, Wilson Sonsini Goodrich & Rosati, Palo Alto, CA
3:45–5 p.m. | Capital Markets for Reporting Companies

- Which financing alternative is right for you? Debt or equity?
- Seasoned insights: exploring the latest trends shaping the primary and secondary offerings markets
- Financial statement requirements in securities offerings and how they translate in practice, including flash numbers, non-GAAP financial metrics and pro forma financials
- Demystifying non-GAAP: recommendations for public companies, covering SEC responses to improper use of non-GAAP financial measures, and processes for disclosing key performance indicators
- What’s trending: assessing and disclosing the evolving impact of COVID-19 on offerings

SESSION CHAIR
Rick Kline, Latham & Watkins LLP, Menlo Park, CA

PANELISTS
Jeffrey Karpf, Cleary Gottlieb Steen & Hamilton LLP, New York City
Katy Motiey, Chief Administrative and Sustainability Officer, General Counsel and Corporate Secretary, Extreme Networks, Inc., San Jose, CA
David Peinsipp, Cooley LLP, San Francisco
Thomas Yang, Managing Director & Associate General Counsel, Bank of America Corporation, New York City

TUESDAY, JANUARY 25

Optional Roundtable
6:45-7:45 a.m. | Inability to Pay: The Little-Known But Critical Third Line of Defense | Sponsored by Charles River Associates

What happens when a company loses on liability, loses on damages, and is now facing fines and penalties that collectively aggregate to more than it can pay? Learn how different federal agencies (DOJ, SEC, EPA, HHS, etc.) approach and assess this issue, and how company legal departments can best assemble and present the relevant facts and circumstances.

PANELISTS
Jordan Kramer, Principal, Forensic Services, Charles River Associates, Chicago
Ken Mathieu, Vice President, Forensic Services, Charles River Associates, Chicago
Nader Salehi, Kirkland & Ellis LLP, Washington, DC
John Tang, Jones Day, San Francisco
8–9 a.m. | **Updates from SEC Senior Staff: Division of Corporation Finance**

**SPEAKERS**
- **Erik Gerding**, Deputy Director, Legal and Regulatory Policy, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC
- **Renee Jones**, Director, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC
- **Lisa Kohl**, Acting Deputy Director, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC
- **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**

9:15–10:30 a.m. | **Recurring Disclosure Challenges**

- Complying with the new MD&A rules: What’s truly different?
- Transitioning ESG disclosures to ’34 Act reports
- “Information bundling”
- Updating cybersecurity disclosures
- Loss contingencies
- Human capital disclosures – learning from year one

**SESSION CHAIR**
- **Thomas Kim**

**PANELISTS**
- **P.J. Himelfarb**, Weil, Gotshal & Manges LLP, Washington, DC
- **Elizabeth Morgan**, King & Spalding LLP, New York City
- **Christina Thomas**, Mayer Brown LLP, Washington, DC
- **Marko Zatlyn**, Ropes & Gray LLP, Boston

10:30–10:45 a.m. | **Break**

10:45 a.m.–12:10 p.m. | **Accounting and Auditing in 2022: The Challenges Continue**

- SEC developments: from new leadership to what accounting comments to expect
- Performance measures and non-GAAP disclosures: still a focus
- Controls everywhere: remote workforce, ESG metrics, non-GAAP, cyber incidents, performance metrics
- New faces and new priorities at the PCAOB?
- FASB update: what’s on the horizon, including (maybe) the return of goodwill amortization
- Accounting for cryptocurrency investments
SESSION CHAIR
John White, Cravath, Swaine & Moore LLP, New York City

PANELISTS
Karen Garnett, Proskauer Rose LLP, Washington, DC
Mark Kronforst, Partner, Professional Practice, EY, Washington, DC
Lindsay McCord, Chief Accountant, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC
Amie Thuener, Vice President, Chief Accounting Officer, Alphabet Inc., Redwood City, CA

12:10—12:50 p.m. | Luncheon Break

12:50—1:25 p.m. | Inaugural David S. Ruder Address
SPEAKER
Kathaleen McCormick, Chancellor, Delaware Court of Chancery, Willmington, DE

1:25—1:40 p.m. | Break

1:40—2:55 p.m. | M&A Trends and Developments
• M&A trends in 2021/2022 and the state of the M&A marketplace
• Regulatory issues in M&A deals, including the expanding role of CFIUS in cross-border inbound M&A transactions
• When worlds collide: PE sellers vs. serial strategic buyers
SESSION CHAIR
Richard Climan, Hogan Lovells US LLP, Silicon Valley, CA
PANELISTS
Ting Chen, Cravath, Swaine & Moore LLP, New York City
David Katz, Wachtell, Lipton, Rosen & Katz, New York City
Edward Lee, Kirkland & Ellis LLP, New York City
Saee Muzumdar, Gibson, Dunn & Crutcher LLP, New York City

2:55—3:25 p.m. | Break Sponsored By Houlihan Lokey

3:25—4:25 p.m. | ESG Disclosures 2.0: Their Time Has Come
• Why ESG information matters and how it is used – investor perspectives
• Key elements of leading ESG programs from the inside – how to do a materiality analysis, how to choose an ESG standard, and how to gather and prepare ESG disclosures
• Current state of affairs – reporting standards, SEC developments, global developments in ESG governance and disclosures
SESSION CHAIR
Keir Gumbs, Chief Legal Officer, Broadridge Financial Solutions, Inc., Washington, DC
PANELISTS
Mellissa Campbell Duru, Covington & Burling LLP, Washington, DC
4:25–5:40 p.m. | Corporate Governance Developments: Proxy Reform, Shareholder Proposals, and Rule 10b5-1 Plans

- Updates on the SEC’s proxy rules reforms - universal proxy, proxy voting advice, & Rule 14a-8
- Shareholder proposals trends and developments
- Impact of potential Rule 10b5-1 amendments and current market trends
- Re-proposed rulemaking on claw-backs

**SESSION CHAIR**

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

**PANELISTS**

Lillian Brown, Wilmer Cutler Pickering Hale and Dorr LLP, Washington, DC
Irving Gomez, Vice President, Corporate and Securities, Compliance, and Associate General Counsel, PagerDuty, Inc., San Francisco
Adrienne Monley, Managing Director at PJT Camberview, PJT Partners, Inc., New York City
Nabanita Chaterjee Nag, General Counsel - Corporate, Norfolk Southern Corporation, Atlanta
10:15–10:30 a.m. | Break

10:30–11:45 a.m. | SEC Enforcement and Investigations

- EPS and other recent enforcement initiatives
- Cybersecurity and managing disclosure issues
- ESG and forward looking statements
- Whistleblowers – managing the situation
- Enforcement sanctions and waivers in the new administration
- Insider trading, Reg FD, perks, and other hot topics

SESSION CHAIR
Joan McKown, Jones Day, Washington DC

PANELISTS
Robert Cohen, Davis Polk & Wardwell LLP, Washington DC
Elaine Greenberg, Greenberg Traurig, LLP, Washington, DC
Arian June, Debevoise & Plimpton LLP, Washington DC
Jane Norberg, Arnold & Porter Kaye Scholer LLP, Washington, DC

11:45 a.m.–12 p.m. | Break

12–1:15 p.m. | Securities Class Action and Shareholder Litigation: Key Developments and Trends – Views from the Plaintiff and Defense Sides

- Securities Fraud Class Action Update: class certification after Goldman Sachs Group, Inc. v. Arkansas Teacher Retirement System
- ’33 Act Litigation Update: state court litigation, federal forum provisions, and other trends
- Merger and shareholder derivative litigation: developments under Section 14(a), as well as Delaware law, ESG-driven cases, and other trends
- SPAC Litigation: key developments in an important emerging area
- Practical perspectives on valuing, handling, and resolving securities litigation from the plaintiff and defense perspectives

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

PANELISTS
Sara Brody, Sidley Austin LLP, San Francisco
John Clarke Jr., DLA Piper LLP (US), New York City
Darren Robbins, Robbins Geller Rudman & Dowd LLP, San Diego
Jeffrey Scott, Sullivan & Cromwell LLP, New York City

1:15–1:30 p.m. | Lunch Break
1:30–2:30 p.m. | *Everything You Always Wanted to Know About Securities Law but Were Never Given the Chance to Ask...*  
*a tribute to Marty Dunn*

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

**PANELISTS**  
Lillian Brown  
Dennis Garris, Alston & Bird LLP, Washington DC  
Keir Gumbs  
Scott Lesmes, Morrison & Foerster LLP, Washington, DC

2:30 p.m. | Institute Concludes
THANK YOU TO OUR 2022 AFFILIATES

LEAD AFFILIATES

CLEARLY GOTTLIEB  Cooley  DLA PIPER  FENWICK

GIBSON DUNN  Hogan Lovells  King & Spalding  Morrison & Foerster

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