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
• Climate disclosure requirements in the EU and how they can apply to 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 Huntspont, 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: 2022 versus 2020-2021 activity;
• effects of a slowdown in public markets on private markets; changes in diligence practices
• Early- versus late-stage companies
• Private equity versus venture capital
• SEC’s investor bulletin on private placements under Regulation D
• 18+ months later: effects of the March 2021 private placement framework modernization rules

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, Emerging Companies Attorney, 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, General Counsel, NAX Group, Inc., Manhattan Beach, CA
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
Arden Phillips, Associate General Counsel and Corporate Secretary, Constellation Energy Corporation, Washington, DC

TUESDAY, JANUARY 31

6:45—7:45 a.m. | Sponsored Breakfast Roundtable (by invitation only)
“Model Errors: Newly re-discovered by regulators and the plaintiffs' bar as the “Achilles heel” of Enterprise Risk Management program” Presented by Charles River Associates

7:15 a.m. | Continental Breakfast

All times Pacific Standard Time
8–9 a.m. | Updates from SEC Senior Staff: Division of Corporation Finance

SPEAKERS

Erik Gerding
Cicely LaMothe
Michael Seaman, 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

• 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. | **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

**Panelists**
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
Colleen McIntosh, Senior Vice President, Chief Governance Officer and Corporate Secretary, CVS Health Corporation, Woonsocket, RI

2:30–2:45 p.m. | **Break**

2:45–4 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

**Panelists**
Richard Climan, Hogan Lovells US LLP, Silicon Valley, CA
David Katz, Wachtell, Lipton, Rosen & Katz, New York City
Saee Muzumdar, Gibson, Dunn & Crutcher LLP, New York City
Rita-Anne O’Neill, Sullivan & Cromwell LLP, Los Angeles

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

PANELISTS
Michele Anderson, Latham & Watkins LLP, Washington, DC
Avinash Mehrotra, Co-head of Mergers & Acquisitions (M&A) in the Americas and 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

WEDNESDAY, FEBRUARY 1

6:45—7:45 a.m. | Sponsored Breakfast Roundtable (by invitation only)
“Often Overlooked Corporate Governance Knowledge Gaps for the Offices of the GC and CFO”

Presented by Toppan Merrill

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
Michael Conley, Solicitor, 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
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
Brooke Clarkson, 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
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