

KEY ISSUES FACING BOARDS OF DIRECTORS:

*New SEC Enforcement Initiatives and
Corporate Governance Risks*

Wednesday, April 9, 2014



PROGRAM:

With recent leadership changes, the burgeoning whistleblower program, and a number of new initiatives, the SEC has continued to step up its enforcement activity. Shareholder plaintiffs have likewise continued to file class and derivative lawsuits over a wide variety of issues, with a number of Dallas-based companies finding themselves in the crosshairs. Our panelists will discuss the following critical SEC enforcement and shareholder litigation issues that may impact officers, directors, and counsel of Dallas-based companies over the coming year:

Enforcement: We will discuss new Division of Enforcement priorities and trends for 2014; guidelines for cooperating witnesses; issues affecting companies in the energy industry; the role of the outside auditor; corporate investigations; insider trading; and personal liability risks for individual officers and director.

Litigation: We will also discuss current trends in shareholder class action and derivative litigation, including the types of claims being asserted, the volume of cases, the impact of regulatory enforcement actions on private shareholder litigation, trends in M&A and proxy disclosure litigation, recent developments at the Supreme Court, important Texas and Delaware court decisions, addressing whistleblowers; developments on the D&O insurance front, and strategies for mitigating litigation risk.

SCHEDULE:

8:00 am Breakfast and registration
8:30 am Program
10:00 am Adjourn

Rosewood Mansion on Turtle Creek
2821 Turtle Creek Boulevard
Dallas, Texas 75219

SPEAKERS:

David Woodcock, Regional Director, FWRO, and Chair, Financial Reporting and Audit Task Force, U.S. Securities and Exchange Commission

Gerry Pecht, Head of Securities Litigation, Investigations and SEC Enforcement United States, Fulbright & Jaworski LLP (Norton Rose Fulbright)

Howard Scheck, Partner, KPMG LLP

Peter Stokes, Partner, Fulbright & Jaworski LLP (Norton Rose Fulbright)

Brad McDonald, Managing Director, Aon Financial Services Group

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David Woodcock

David Woodcock, Regional Director, FWRO, and Chair, Financial Reporting and Audit Task Force, U.S. Securities and Exchange Commission

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David Woodcock is the Regional Director of the SEC's Fort Worth Regional Office and Chair of the Financial Reporting and Audit Task Force. In his role as Regional Director, David oversees the enforcement and examination activities in Texas, Oklahoma, Arkansas, and Kansas. Prior to joining the SEC, David was a partner at Vinson & Elkins LLP, and before beginning his legal career, David practiced public accounting for several years at Price Waterhouse LLP and Ernst & Young LLP.



Gerry Pecht

Head of Securities Litigation, Investigations and SEC Enforcement United States, Fulbright & Jaworski LLP (Norton Rose Fulbright)

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Gerry Pecht concentrates his practice in securities litigation, investigations and SEC enforcement. He regularly litigates securities class actions and derivative cases and has conducted a wide variety of internal investigations.



Howard Scheck

Partner, KPMG LLP

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Howard Scheck is a Partner in KPMG LLP's Forensic Advisory practice in Washington, DC where he leads the firm's SEC Regulatory Enforcement and Compliance efforts. His 23 years working on public company financial reporting issues includes a combined 14.5 years as Chief Accountant and as an attorney in the SEC's Division of Enforcement, investigating and prosecuting violations of federal securities laws with a focus on accounting and auditing matters.



Peter Stokes

Partner, Fulbright & Jaworski LLP (Norton Rose Fulbright)

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A partner in the Austin office, Peter Stokes has spent his entire career representing clients in securities lawsuits and other complex commercial litigation, arbitration and appellate matters. He has substantial experience defending clients against shareholder class and derivative lawsuits involving numerous issues.



Brad McDonald

Managing Director, Aon Financial Services Group

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Brad McDonald is a Managing Director with Aon Financial Services Group (FSG) which focuses on insurance and risk management solutions for a diverse portfolio of clients, including Fortune 500 companies. He specializes in directors' and officers' liability, errors and omissions, fiduciary liability, employment practices liability and related management liability coverage.