



**Thomson Reuters &
The Florida Bar Business Law Section**

present

The 30th Annual
FEDERAL SECURITIES INSTITUTE

**February 16-17, 2012
Eden Roc Renaissance Miami Beach
Miami Beach, Florida**

Co-Chairs:

**Gregory C. Yadley – Partner, Shumaker, Loop & Kendrick LLP
Gregory P. Williams – Partner, Richards, Layton & Finger, P.A.
Steven A. Rosenblum – Partner, Wachtell, Lipton, Rosen & Katz
Stanley Keller – Partner, Edwards Wildman Palmer LLP**

**DAY ONE: 8:45 a.m. - 5:30 p.m., including Keynote Luncheon
DAY TWO: 8:30 a.m. – 1:30 p.m.**

DRAFT PROGRAM SCHEDULE

DAY ONE

Deal Activity, Activism and Enforcement

8:45 – 9:00AM	<i>Introduction</i>	Greg Yadley
9:00 – 11:00AM	<i>Mergers & Acquisitions: New Approaches to Strategic and Financial Transactions</i> <ul style="list-style-type: none">• Banker Update on M&A Environment• Negotiated Deals<ul style="list-style-type: none">- Tender offers and structuring issues- Dealing with financing and regulatory risk- Trends on conditionality- MAE• Hostile Deals<ul style="list-style-type: none">- Takeover defense after <i>Airgas</i>- What are the keys to success on offense and on defense	<u>Moderator</u> Andrew Brownstein – Wachtell Lipton <u>Panelists</u> Audra Cohen – Sullivan & Cromwell Louis Conti – Holland & Knight Michael Gans – Blakes Rob Kindler – Morgan Stanley Robert Spatt – Simpson Thacher

11:00 – 11:15AM ***Networking Break***

11:15 – 12:30PM ***Private Equity, LBOs, Venture Capital***

- Market & deal statistics and 2012 outlook
- Focus on the Middle Market
- Add-on acquisitions and related financing challenges
- Key deal terms and exit strategies

Moderator

Daniel Aronson – Berger Singerman

Panelists

David Felman – Hill Ward Henderson

Steve Liff – Sun Capital Partners

Mike Movsovic – Kirkland & Ellis

Steve Peck – Weil Gotshal

Andy Stull – Houlihan Lokey

12:30 – 1:45PM ***Luncheon w/ Keynote Speaker***

Chief Justice Myron Steele
Delaware Supreme Court

1:45 – 3:30PM ***Hedge Fund and Institutional Activism; Proxy Fights***

- Economic activism and governance activism
- Communicating with shareholders
- Proxy access
- Beneficial ownership reporting initiatives
- Proxy mechanics
- Proxy fights and the role of proxy advisory services

Moderator

Steven Rosenblum

Panelists

Hon. J. Travis Laster

Michele Anderson – SEC Office of Mergers and Acquisitions

Chris Cernich - ISS

Joele Frank – Wilkinson, Brimmer, Katcher

Roy Katzovicz - Pershing Square Capital Management, L.P.

3:30 – 3:45PM ***Break***

3:45 – 5:45PM ***The Reinvigorated SEC Enforcement Program and Private Litigation***

- The SEC's enforcement program
- Managing the inter-relationship of governmental and private litigation
- Class actions and derivative suits
- Interplay of civil and criminal actions
- Federal and state forums

Moderator

Christian Bartholomew - Weil Gotshal and Manges

Panelists

Eric Bustillo - SEC

Tracy Nichols – Holland & Knight

Ken Vianale - Vianale & Vianale

5:50 – 6:45PM ***Cocktail Reception***

DAY TWO
Further Implementation of Dodd-Frank Legislative and Regulatory Change

8:30 – 8:45AM

Introduction

Greg Yadley

8:45 – 10:45AM

Regulatory Reform – Dodd-Frank 1 Year Later

Moderator

John White – Cravath, Swaine & Moore LLP

- Disclosure and financial reporting developments
 - Non-GAAP measures
 - Cybersecurity risks
 - Other current hot topics
- Executive compensation
 - Round Two for say-on-pay
 - Upcoming disclosures on pay-for-performance and the CEO pay ratio
 - Clawbacks
 - Independence for compensation committees and advisors
- Shelf offerings and other public capital raising techniques
- Changes taking place for private and smaller public companies
 - Crowdfunding
 - Rethinking the triggers to required Exchange Act registration
 - Reverse mergers
 - IPO developments
- PCAOB and auditor matters
 - Auditor independence and the prospect of mandatory audit firm rotation
 - Changes to the auditor reporting model
 - Audit committee communications

Panelists

Craig Beazer -- Bank of America

Cathy Dixon -- Weil Gotshal

Justin Klein – Ballard Spahr

Jennifer Rand - PCAOB

Herbert Wander - Katten Muchin

Rosenman LLP

Greg Yadley

10:45 – 11:15AM

Break (Distribution of “Box Lunches”)

11:15AM – 12:15PM

Ethical Issues/Challenges Faced by Lawyers Dealing with Disclosure Issues

Moderator

Stanley Keller

- How to deal with loss contingencies
 - Disclosure challenges
 - Responses to auditors
 - Duties to the client
 - Dealing with the recalcitrant client
- What happens when the government knocks?
 - Governance considerations
 - Disclosure challenges
 - Preserving confidentiality protections
 - Duties of lawyers handling investigations - the delicate balance
 - How has whistleblowing changed things?

Panelists

Linda Griggs - Morgan, Lewis &

Bockius LLP

Linda Chatman Thomsen - Davis

Polk & Wardell LLP

Greg Yadley

12:15 – 1:30PM

Delaware Law Developments

- State activism in the face of federal initiatives

Moderator

Gregory Williams

Panelists

Hon. J. Travis Laster

John Hardiman – Sullivan &
Cromwell LLP

John Latham - Alston & Bird LLP

Lisa Schmidt - Richards, Layton &
Finger, P.A.