

**WILSON
SONSINI**

Public Company Representation



HIGHLIGHTS

■ Practical and Incisive Thought Leadership

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■ A Comprehensive and Sophisticated Public Company Practice

Wilson Sonsini has a comprehensive practice that assists publicly traded companies with their most sophisticated and critical needs— from transactional and intellectual property matters to litigation and regulatory issues.

■ Recognition for Public Company Representation

Wilson Sonsini is top-ranked in several areas that reflect the firm's capabilities and success in representing public companies, including capital markets, M&A, board governance, IP, shareholder activism, and litigation.

OVERVIEW

Since Silicon Valley's formative years, Wilson Sonsini has held an established position as the leading law firm provider to innovative enterprises. As the firm's attorneys nurtured promising start-ups through the business life cycle, many of them opted to go public, with Wilson Sonsini acting as issuer's counsel in the resulting initial public offering. In fact, this progression, combined with the firm's representation of underwriters in IPOs, helped us become the premier enterprise counsel to technology and other growth industries and the top-ranked law firm in annual IPO issuer's counsel and financial advisor rankings.

Similarly, the evolution of our clients from privately held to public companies is one reason why Wilson Sonsini successfully built a respected, top-ranked public company practice. The firm has more than 300 public company clients and a sterling reputation as an advisor to corporations, boards of directors, and board committees.

Experience

Wilson Sonsini has the experience that boards of directors, senior management, and in-house attorneys need to help them thrive in a global business market characterized by aggressive competitors, rapid change, and stiff regulatory demands. The following points summarize our expansive corporate law experience:

- We have earned a reputation for corporate practice excellence by providing sound, proactive advice to clients on state and federal securities laws, stock exchange regulations, and general corporate law.
- We have an equally experienced and sophisticated governance practice that advises public company clients on all aspects of governance counseling, including board and board committee composition, process, and independence.
- The firm's office in Wilmington, Delaware, gives corporate clients access to leading practitioners who are expert on key issues of Delaware law, which is of paramount importance to companies incorporated in the state.
- Our corporate practice consists of attorneys who are former senior officials at major regulatory and judiciary bodies in the areas of governance, compliance, and corporate best practices, including:
 - Chancellor of the Delaware Court of Chancery
 - Vice Chancellor of the Delaware Court of Chancery
 - Chair of the NYSE Commission on Corporate Governance
 - Chairman of the NYSE Enforcement and Listing Standards Committee
 - Co-chair of the NASDAQ Listing and Hearing Review Council
 - Member of the SEC Advisory Committee on Smaller Public Companies
 - Member of the Advisory Board of the Securities Regulation Institute

Comprehensive Scope of Services

Wilson Sonsini has the comprehensive, integrated range of services public companies need. The firm's attorneys advise on core corporate and securities law matters, including reporting and disclosure requirements (SEC, NYSE, and NASDAQ), audit and compensation committee matters, and compliance with corporate governance statutes, including Sarbanes-Oxley, Dodd-Frank, and Delaware General Corporate Law.

Wilson Sonsini has sophisticated transactional practices to assist companies as they grow and evolve. When our corporate clients seek additional capital, our corporate finance attorneys help them complete equity, debt, and structured finance transactions. As our corporate clients expand, they rely on the firm's finance, M&A, IP, technology transactions, tax, and real estate practices, among others. Our attorneys have also handled numerous spin-off and going-private transactions on behalf of public company clients.

In addition, Wilson Sonsini has practices that help companies manage people, products, and processes, so they can stay on track operationally. The firm has experienced employment, executive compensation, and employee benefits attorneys who help public companies attract, retain, and manage talented executive and staff professionals.

The firm's IP and trade secret practices protect the valuable, innovative products and business processes that commonly form a company's foundation. As ideas and innovations develop, our attorneys provide strategic patent and trademark counsel. The firm also helps entities manage larger, global IP portfolios, including patent and trademark filings and maintenance in U.S. and non-U.S. markets. Further, Wilson Sonsini's attorneys advise companies on how to retain their IP rights and trade secrets as employees leave their organizations.

As public companies grow, they unfortunately often become involved in a proportionately larger number of business disputes. Our attorneys have successfully represented companies engaged in litigation with competitors, suppliers, service providers, employees, and other entities, with disputes ranging from private antitrust lawsuits to high-stakes patent litigation. We have also successfully defended companies in class actions, including antitrust, consumer, and securities litigation matters. In addition to representing companies in federal and state courts throughout the U.S., our attorneys represent public companies in arbitrations and mediations.

The firm's public company clients are frequently larger, shareholder-owned entities subject to scrutiny by private parties and governmental regulatory agencies. Wilson Sonsini has represented companies and boards in shareholder control contests, proxy fights, and unsolicited takeover initiatives, building an impressive track record of favorable results over the past three decades. The recent rise in shareholder activism has given our firm the opportunity to defend companies against activist campaigns; we have been equally successful in this area. In recent years, Wilson Sonsini was ranked among the top legal advisors in the U.S. for company defense in shareholder activist matters by *Bloomberg* and FactSet/SharkRepellent.

As to governmental scrutiny, Wilson Sonsini has advised corporate clients in scores of proceedings involving federal and state regulatory agencies, particularly the FTC, the SEC, and their state equivalents. The firm has successfully defended clients against claims of anti-competitive behavior, consumer fraud, privacy law violations, cybersecurity breaches, and securities law infractions. Furthermore, as regulatory pressures have increased with respect to the exportation of goods to (and business conduct in) global markets, the firm's attorneys, many of whom previously held positions with the SEC, DOJ, and other agencies, have advised clients facing government inquiries and/or investigations, including those related to export controls and economic sanctions, Foreign Corrupt Practices Act (FCPA) laws, and matters that involve Committee on Foreign Investment in the United States (CFIUS) and national security issues. Our attorneys have also conducted numerous internal investigations initiated by boards or audit committees to identify potential or past problems.

Depending on each public company client's needs, the firm may have a more active role in day-to-day operations and function as an integral part of company management, providing legal advice and business counsel on all ongoing operations. Alternatively, the firm may have a less active role, participating as a situational advisor that consults with in-house legal counsel and executive teams regarding strategic corporate decisions.

Capacity

With more than 1000 attorneys, Wilson Sonsini has the capacity to meet the needs of public companies, from Fortune 1000 enterprises to multinational corporations.

Locations

The firm's offices are located in key technology, business, and regulatory hubs across the United States, China, and Europe. In the U.S., Wilson Sonsini's East Coast offices in New York, Washington, D.C., Boston, and Wilmington, Delaware, are often strategically important to the firm's publicly held clients.