

# Corporate Governance

## Overview

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When corporate discipline and stellar business performance coexist, competitiveness increases and risk decreases. Katten creates the legal context for clients to achieve both. As advisors to boards, committees, and directors of public companies and private and nonprofit entities, we offer proactive governance counsel that safeguards clients and their companies.

### Practical counsel manages risk worldwide

Governance, regulatory and disclosure obligations present overlapping and vexing challenges. We bring clarity and direction to compliance programs and strengthen organizations in the process. Extensive boardroom experience informs our preventive counsel and workable solutions in audits, reviews and the design of governance practices.

Derivative litigation, shareholder activism, acquisitions, and going-private and other transactions create unique liabilities for directors and the C-suite. We manage your exposure, drawing on our work as special counsel to boards of directors and to audit, compensation, nominating and other committees. We identify, evaluate and negotiate threats in sophisticated buyout offers, mergers and acquisitions. Clients receive tailored guidance on best practices in:

- Annual reporting and disclosures
- Directors and officers insurance
- Executive compensation
- Fiduciary duties
- Due diligence in transactions
- Internal investigations
- Sarbanes-Oxley and Dodd-Frank compliance
- Training and education for directors

### Corporate defense in government investigations

Should clients face interest from regulators, we leverage our productive relationships with government agencies. We represent board committees in investigations by the Securities and Exchange Commission (SEC), the Department of Justice and the Federal Trade Commission. Our corporate team includes former attorneys with the SEC and federal prosecutors, as well as leading authorities on SEC annual reporting rules.

Our collective insights build decisive defenses against allegations of fraud, accounting irregularities, insider trading and antitrust violations. Katten represents clients in SEC, stock exchange and Financial Industry Regulatory Authority enforcement matters, as well as in investigations and prosecutions by federal and state authorities.

## Our Experience

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- Legal counsel to special committee to board of directors of investment company in evaluating and negotiating a buyout offer from, and sale to, investor group for \$6.3 billion.
- Represent special committee to board of directors of hotel group in sale of hotel group.
- Represent special committee of board of NYSE-listed Midwest company in connection with proposed merger with its publicly traded parent corporation.
- Represent special committee of Chicago Board Options Exchange (CBOE) in connection with its plan to demutualize. The options exchange was founded in early 1970s by Chicago Board of Trade, whose members claimed to have an equity interest in CBOE. The SEC ruled to contrary, and Delaware state court litigation was settled. With the claim and litigation settled, the CBOE went public.
- Represented independent directors of energy corporation in connection with corporation's merger with peer to form new independent company.

## Key Contacts

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### Mark D. Wood

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## Recognitions

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*Recognized or listed in the following:*

- *Chambers USA*
  - Corporate/M&A & Private Equity
    - Illinois, 2006–2021
  - Corporate/M&A: Highly Regarded
    - Texas, 2021
- *IFLR1000*
  - M&A
    - Illinois, 2021
    - United States, 2021
- *U.S. News Best Lawyers – "Best Law Firms"*
  - Corporate Compliance Law
    - Chicago, 2014–2021
  - Corporate Governance Law
    - Chicago, 2012–2021
  - Corporate Law
    - National, 2011–2021
    - Chicago, 2011–2021
    - Dallas/Fort Worth, 2020-2021