This is your Release #1 (May 2015)

Public Company Deskbook

Complying with Federal Governance & Disclosure Requirements

Third Edition

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Although movement has been in fits and starts, the ongoing shift in the corporate governance landscape to one that is more strongly prescriptive is clear. The number and scope of reforms, the speed with which they are implemented or modified, and the varying sources of change present a continuing challenge for all participants—corporate boards, officers, various gatekeepers and advisors.

The Public Company Deskbook is the one-stop resource for current requirements and pending proposals. Highlights of Release #1 include:

• Proxy Access. Updated Chapter 2G, Shareholder Nominations and Proxy Access, regarding the rapidly developing area of proxy access, including:
  • Sample bylaw provisions for companies to consider in developing management-sponsored proxy access proposals.
  • Final results of 2014 votes on shareholder proxy access proposals, the sharp increase in such proposals for the 2015 proxy season, the impact of the SEC’s “conflicting proposal” policy change (discussed below), and developing market practices in issuer responses.

• Shareholder Proposals. Updated Chapter 2F, Shareholder Proposals, regarding Rule 14a-8 shareholder proposals, including:
  • A discussion of the SEC staff’s January 2015 suspension of no-action relief with respect to shareholder proposals that conflict with management proposals and implications for companies and shareholders.

(continued on reverse)
• Other recent developments with respect to Rule 14a-8 shareholder proposals, including recent SEC staff reversals and changes in approach on no-action requests, as well as the final results of 2014 votes on Rule 14a-8 proposals.

• Corporate Investigations. New Chapter 6A, Corporate Investigations, providing practical suggestions and related considerations for companies facing these often challenging situations.

• Hedging Disclosure. Significantly expanded Chapter 4I, Hedging & Pledging, relating to hedging and pledging by company insiders, including a detailed discussion of the SEC’s February 2015 proposal for expanded proxy disclosure of companies’ employee hedging policies.

• Part Pages. New individual part tables of chapters, to be inserted after each tab in volumes 1 and 2, are being provided for ease of locating chapters within each part.

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