

Alan L. Dye

Partner

Washington, D.C.

Biography

Public companies have sought Alan Dye's advice on complex securities law issues since he left the SEC in 1986. Best known for his co-authorship (with Peter Romeo) of the leading treatise on Section 16 of the Securities Exchange Act, Alan is a go-to lawyer for boards and general counsels seeking to navigate the often inter-related requirements of SEC rules and stock exchange listing standards.

His clients benefit from his vast knowledge, particularly regarding SEC disclosures, board and committee structure and composition, executive compensation, and compliance policies. As the annual meeting of shareholders becomes a year-long process, corporate secretaries turn to Alan for help with shareholder engagement, responding to shareholder proposals, structuring and disclosing executive compensation, and addressing the policies and recommendations of proxy advisory firms.

As a nationally recognized authority on stock trading issues, Alan helps public companies with both drafting their insider trading policies and pre-clearing insider transactions in company securities. Stock traders, too, turn to Alan for advice regarding the SEC's complex stock trading rules. Alan helps investment funds avoid Section 16(b) liability traps and defend their transactions against the 16(b) plaintiffs' bar, and helps major brokerage houses comply with Rule 144 and administer Rule 10b5-1 trading plans.

Alan is ranked in Band 1 nationwide for securities



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Practices

Corporate Governance and Public
Company Representation

Securities and Public Company
Advisory

Mergers and Acquisitions

Capital Markets

Industries

Private Capital

Areas of focus

Accounting and Auditing

Compensation Committee

Disclosure and Reporting
Obligations

advisory work by *Chambers USA* and has been included in *Best Lawyers America* since 2006 and *Who's Who Legal* of International Corporate Governance Lawyers since 2009.

Representative experience

Assisted numerous public companies in submitting no-action letters to the SEC regarding shareholder proposals.

Defended hedge fund in Section 16(b) action involving transactions in derivative securities.

Awards and rankings

- Corporate Law, *The Best Lawyers in America*, 2006-2022
- Securities Regulation, *The Best Lawyers in America*, 2011-2022
- Securities: Regulation: Advisory (USA - Nationwide), *Chambers USA*, 2006-2022
- M&A/Corporate and Commercial: Corporate Governance, Leading Lawyer, *Legal 500 US*, 2016-2021
- M&A and Governance, *Who's Who Legal*, 2018-2021
- International Who's Who of Corporate Governance Lawyers, *Who's Who Legal*, 2009-2020
- Securities & Corporate Finance, *Washington, D.C. Super Lawyers*, 2008-2016
- Top Lawyer, *Washingtonian*, 2009-2013
- Corporate/M&A & Private Equity (District of Columbia), *Chambers USA*, 2007-2008

Latest thinking and events

- News
 - SEC rule amendments to require electronic submission of Form 144 filings and "glossy" annual reports
- Sponsorships and Speaking Engagements
 - Society for Corporate Governance 2022 National Conference

Proxy Solicitations, Shareholder Meetings, and Shareholder Proposals

Section 16 Advice

Stock Exchange Listings and Regulatory Compliance

Public Company Mergers and Acquisitions

Shareholder Activism

Education and admissions

Education

J.D., The University of Georgia, salutatorian, Order of the Coif, 1978

B.A., Emory University, with high honors, 1975

Memberships

Former Chairman, Securities, Commodities and Exchange Committee, Administrative Law and Regulatory Practice Section, American Bar Association

Member, Advisory Board, National Association of Stock Plan Professionals

Member, Advisory Board, Securities Regulation Law Journal

Member, American Bar Association

Member, Securities Law Committee of Society for Corporate Governance

Member, Board of Trustees, SEC Historical Society, 2018

Bar admissions and qualifications

- News
 - SEC proposes expansive climate-related disclosure rules
- News
 - SEC proposes significant new cybersecurity disclosure requirements
- News
 - SEC proposes climate-related disclosure rules
- News
 - SEC proposes modernization of beneficial ownership reporting rules under Exchange Act Section 13

District of Columbia

Georgia

New York

Court admissions

Georgia Court of Appeals

Supreme Court of Georgia

U.S. Court of Appeals, Eleventh Circuit

U.S. Court of Appeals, Fifth Circuit

U.S. District Court, Middle District of Georgia
