

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



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Practices

Corporate Governance

Securities and Public Company
Advisory

Mergers and Acquisitions

Areas of focus

Accounting and Auditing

Compensation Committee

Disclosure and Reporting
Obligations

Proxy Solicitations, Shareholder
Meetings, and Shareholder
Proposals

Section 16 Advice

major brokerage houses comply with Rule 144 and administer Rule 10b5-1 trading plans.

Alan is ranked in Band 1 nationwide for securities 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

- M&A and Governance, *Who's Who Legal*, 2018-2019
- Corporate Law, *The Best Lawyers in America*, 2006-2017
- Securities Regulation, *The Best Lawyers in America*, 2011-2017
- M&A/Corporate and Commercial: Corporate Governance, *Legal 500 US*, 2016-2019
- International Who's Who of Corporate Governance Lawyers, *Who's Who Legal*, 2009-2017
- Securities: Regulation: Advisory (Nationwide), *Chambers USA*, 2006-2019
- 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

- Awards and Rankings

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

District of Columbia

- Hogan Lovells continues growth and recognition in 2019 Legal 500 U.S. rankings
- Hogan Lovells Publications
 - SEC adopts rule amendments under the FAST Act to modernize and simplify disclosure *SEC Update*
- Press Releases
 - Hogan Lovells Represents International Value Advisers in Dismissal of Insider Trading Case
- Press Releases
 - Hogan Lovells Represents Papa John's in US\$200 Million Strategic Investment from Starboard
- Hogan Lovells Publications
 - SEC brings enforcement action for violation of "equal or greater prominence" requirement in presentation of non-GAAP financial measures *SEC Update*
- Hogan Lovells Publications
 - SEC adopts requirement for disclosure of hedging policies for employees, officers, and directors *SEC Update*

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

Accolades

"He's the dean of the Section 16 Bar. He's one of the shortlist that sophisticated clients would go to for that work and he's a pleasure to deal with."

Chambers
