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## **ADDITIONAL MATERIALS**

February 6, 2015

# ADDITIONAL MATERIALS

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# **CORPORATE GOVERNANCE PRACTICE**

Increased scrutiny of corporate governance in an era of heightened concern about corporate power, shareholder activism, and evolving standards present a complex legal and regulatory environment for boards and executives of publicly-traded corporations and privately-held entities to navigate. Lawyers in Sidley's Corporate Governance practice are sought out for the sophisticated advice and counsel they provide on the full spectrum of governance issues, with additional support and expertise provided as needed by Sidley's wide array of legal and industry practice specialties.

Our practitioners regularly advise public, private, and non-profit entities in a variety of contexts, including:

- Advising on corporate governance structure and accountability mechanisms
- Counseling boards and board committees on fiduciary duties of care and loyalty when making discrete strategic decisions and fulfilling their general oversight responsibilities
- Addressing CEO and other senior executive succession, on both a planned and emergency basis
- Advising boards on their oversight of risk, including risk associated with cybersecurity
- Participating in crisis management, as part of a multi-disciplinary team
- Conducting internal investigations
- Advising on compliance systems and oversight
- Anticipating shareholder activism of all types (financial (hedge fund), governance, CSR)
- Responding to shareholder activist campaigns, including proxy contests
- Advising on say-on-pay and Rule 14a-8 shareholder proposals
- Supporting shareholder engagement efforts
- With our D&O litigation colleagues, addressing shareholder derivative demands and defending directors and officers against claims of breaches of fiduciary duties
- Advising with respect to transactions by officers and directors in company stock
- With our M&A transactional and litigation colleagues, participating in defending against hostile takeovers
- Advising on structural take-over defenses
- Developing and assessing director liability protection provisions

- Formulating executive compensation plans and packages and drafting related executive employment and severance agreements and SEC disclosures
- Advising with respect to disclosure
- Drafting and periodically reviewing governance guidelines and committee charters
- Assisting in board, committee and individual director self-evaluations

Effective practice in this area requires a deep knowledge of legal, regulatory and stock exchange requirements (both current and evolving), as well as an understanding of best practices in governance and of the expectations and demands of institutional shareholders and proxy advisory firms (such as ISS). Our work on behalf of approximately 150 U.S. public companies provides the experience that allows us to operate at the highest levels on behalf of all of our public company clients.

As part of our corporate governance services, the senior members of our team frequently give briefings at private director education sessions for the boards of our clients.

## **OUR TEAM**

Members of our Corporate Governance team include a former Justice of the Delaware Supreme Court, the former Chief Counsel of the SEC Division of Corporation Finance, a partner who teaches the Corporate Governance Seminar at The University of Chicago Law School and the current chair of the Corporate Governance Committee of the ABA Business Law Section. Members of the team are frequent speakers and panelists at events sponsored by the NACD and PLI, as well as CLE and Director seminars sponsored by leading law and business schools.

Sidley is named annually as one of the top corporate law firms by both Boards and general counsel in the Corporate Board Member magazine's surveys. Our Corporate practice, more generally, was recognized by *U.S. News – Best Lawyers*® as the 2014 "Law Firm of the Year". Individual members of the team have received similar recognitions, including inclusion, as among a relatively small number of lawyers, in the prestigious NACD "Directorship 100."

# **PRIVACY, DATA SECURITY AND INFORMATION LAW PRACTICE**

Sidley's Privacy, Data Security and Information Law practice group offers clients a global and interdisciplinary team of lawyers focusing on: privacy, data protection, information security, internet and computer law, e-commerce, consumer protection, outsourcing, competitive intelligence and trade secrets, information management and records retention and responding to cybercrimes and network intrusions. The group handles litigation, compliance and regulatory counseling and internal investigations (including FTC investigations and data breach incidents), the EU data protection regime, international data transfers, legislative and policy developments and sector-specific counseling on financial, healthcare (including e-Health Records), communications and workplace privacy. Our lawyers have assisted numerous multinational companies in developing and implementing global data protection programs, including those addressing EU compliance issues.

Our Privacy, Data Security and Information Law professionals represent clients in various sectors, including Internet companies, information service providers, communications and media, financial services, pharmaceuticals, healthcare, professional services and human resources. We pride ourselves on our ability to undertake highly sophisticated legal analysis and advocacy and to provide well-reasoned, intelligible legal advice on novel questions of privacy and information law. The law in these areas is relatively new, complex and evolving quickly, so our ability to deploy experienced and talented lawyers with substantial experience in these matters offers great practical benefits to our clients. We believe that we have substantially contributed to the success of our clients in navigating uncharted legal terrain, and addressing particularly difficult privacy challenges. In 2014, we were named Privacy Practice Group of the Year by *Law360*.

Our lawyers also advise clients on requirements under the EU Data Protection Directive and the national privacy laws implementing the directive in individual EU Member States. Lawyers in the group also advise clients regarding privacy law requirements and developments in China and Japan. Where privacy and data security concerns become barriers to international trade in products or services, the team works closely with the firm's International Trade group to advocate for our clients' interests.

## **LANDMARK PRIVACY CASES**

The team has exceptional experience in the defense of complex class actions, most prominently as national coordinating counsel for the AT&T entities in what is arguably the largest privacy class action to date, *In re National Security Agency Telecommunications Records Litigation*, MDL 1791 (N.D. Cal./9th Cir.) (dismissal of claims). We also successfully defended AT&T before the Second Circuit in *Conboy v. AT&T Corp.* establishing the proposition that mere transfers of

personal information collected by a company do not necessarily cause injury or give rise to cognizable damages. See *Conboy v. AT&T Corp.*, 241 F.3d 242 (2d Cir. 2001).

We also achieved signal victories for our client in *Randolph v. ING Life Insurance and Annuity Company*, a data breach litigation decided in both federal and state courts in the District of Columbia, and also for a defendant in the landmark *In re Pharmatrak, Inc. Privacy Litigation*. In *Pharmatrak*, the firm obtained a motion for summary judgment against a purported class action that sought damages related to alleged privacy violations on various pharmaceutical company websites. See *In re Pharmatrak, Inc. Privacy Litigation*, 329 F.3d 9 (1st Cir. 2003).

More recently, we defended Neiman Marcus and Michaels Stores in two groups of class actions filed after recent retailer breaches. See, e.g., *Remijas v. The Neiman Marcus Group*, 2014 WL 4627893 (N.D. Ill. 2014) (finding no standing from data breach allegations of future risk of harm, time and money spent to mitigate risk, or an allegation of a security premium in the product price); *Moyer v. Michaels Stores, Inc.*, 2014 WL 3511500 (N.D. Ill. 2014) (finding no cause of action after breach). Additionally, we are currently serving and have often represented companies investigated by the FTC, including cases where we persuaded the FTC to take no enforcement action.

## **CROSS-BORDER ADVISERS**

We assist clients on privacy and information law issues that arise in connection with internal investigations and civil discovery access to documents and witnesses that are located outside of the U.S., such as the data protection issues related to Foreign Corrupt Practices Act (FCPA) investigations and other transnational regulatory investigations. We have assisted in developing and implementing solutions to some of the legal dilemmas posed by foreign data protection and “blocking” statutes.

## **GLOBAL PERFORMERS**

The European Privacy/Data Protection practice includes partners and lawyers from Sidley’s London and Brussels offices and represents a broad range of businesses, including those in the industrial, financial services and pharmaceutical sectors, from large international corporations to start-ups in relation to data protection, privacy and information security matters. We act for clients with extensive European operations, as well as for those based in the U.S. and elsewhere with legal and support teams that ensure continuity of high quality representation and responsive service.

# GOVERNMENT STRATEGIES PRACTICE

Leading organizations often turn to Sidley Austin's Government Strategies team for assistance with resolving the many government, policy and political challenges inherent in conducting business on a fast-changing global landscape. Our team, which is closely integrated with the firm's other practices, helps clients with a wide array of policy needs, relating to the life sciences/healthcare, technology, telecommunications, energy and the environmental, financial services and trade industries.

Our services, which leverage our substantial subject matter knowledge, as well as our extensive experience in the formation of law and public policy, extend well beyond those of traditional law firms or lobbying firms. Sidley possesses the best tools of both worlds to advance our clients' objectives: the substantive and traditional legal counseling and advocacy of an elite law firm and the elite lobby firm's ability to navigate the political and procedural landscape in which policy is made. Our unique insider's perspective, informed by prior service across Congress and government agencies, enables us to implement strategies that serve our clients' business interests.

## LEGISLATIVE

We are dedicated to ensuring that our clients' positions are well understood by the key members of Congress who will have a major role in deciding the fate of any bill that may affect their businesses. To that end, we monitor issues and lobby on our clients' behalf, and include them in relevant existing coalitions that address their particular issues. We also help them create a alliance of stakeholders with common interests to advocate on the matters at hand.

## CONGRESSIONAL INVESTIGATIONS

We advise clients, together with Sidley's White Collar team, on how to respond effectively to Congressional inquiries. We prepare and represent witnesses in connection with Congressional testimony; interact with an investigating committee; and, help to manage the legal, policy, political or public relations considerations.

## REGULATORY POLICY

Our experience in and institutional knowledge of the federal agencies enables our team to intervene on behalf of our clients at the agency policymaker level. We bring to the attention of agency administrators suggestions for outcomes that simultaneously meet the regulatory needs of the agency and the business goals of our clients. Our approach may involve coordination with members of Congress serving on committees with jurisdiction over specific federal agencies or other private sector stakeholders with whom we share common concerns.

## **CRISIS MANAGEMENT**

Our team has experience in crisis management from serving in roles in the government or from assisting clients with litigation or investigations. This prior experience offers our clients a comprehensive perspective on crisis management. Our group has led many high-profile organizations through investigations while simultaneously managing potential reputational damage, information flow and media coverage. We provide swift and thoughtful emergency action during times of crisis.

## **ISSUE MONITORING/DUE DILIGENCE**

We vigilantly monitor developments in relevant areas of legislative and regulatory policy and ensure that our clients are aware of policy changes as they occur and the trends in thinking among policymakers that precede policy changes.

## **OUR TEAM**

The Government Strategies group is comprised of professionals who are intimately familiar with how policy is made, based on experience in senior-level positions in the Executive Branch, in Congress, in regulatory and administrative agencies, and in private industry. The team is led by former Congressman Rick Boucher, who served for more than 25 years on the U.S. House of Representatives Energy & Commerce and Judiciary Committees. Additional team members include a former Acting U.S. Attorney General, a former Acting Secretary and General Counsel of the U.S. Department of Commerce, former General Counsels for the Environmental Protection Agency, the Office of Management and Budget and the Department of Agriculture, and two former Counselors to the Secretary of the Department of Health and Human Services (HHS), among others who have filled high-profile posts. A number of our lawyers have played major roles in the drafting, enactment and regulatory implementation of landmark laws. Several are alumni of Congressional investigative committee staffs who have participated in many Congressional investigations, including Executive Branch veterans who have dealt with Congress on behalf of the White House and other federal agencies. Team members also include senior lawyers from the United States Trade Representative's Office, the Securities and Exchange Commission, the Federal Trade Commission, and the Department of Justice. We also have lawyers who hold the highest levels of security clearance. This rare mix of leadership and experience translates to an unusually high level of value for our clients.



# NON-PROFIT INSTITUTIONS PRACTICE

Sidley Austin LLP has a substantial and varied practice involving representation of a diverse array of national and local non-profit institutions. Our clients consist of a variety of public and private charities, foundations and other organizations having tax-exempt status under section 501(c)(3) of the Internal Revenue Code. These include several of the largest private foundations in the country, other charitable and educational organizations, community trusts and other broadly-supported public charities, colleges, universities and schools, cultural and performing arts organizations, religious institutions, and hospitals and healthcare facilities and organizations. In addition, we represent other tax-exempt entities such as trade and professional associations, community organizations, civic leagues, agricultural organizations and social clubs. The practice was ranked in the *Legal 500 US* 2014 in Not-for-profit, and commended as “excellent” and “absolutely top notch” for its “wisdom, [...] response times” and “superior” service.

We advise our non-profit institution clients on matters of taxation and routinely represent them on a broad range of other matters, including corporate governance, licensing, accreditation and certification issues, contract negotiations, antitrust, appellate, subpoena responses, copyright and protection of trademarks and intellectual property, donor issues, real estate and other property transactions, investment matters and general litigation matters.

We act as a general counsel for many of these clients, and represent them in organizational restructurings and environmental matters, and counsel them on employment and compensation matters such as termination of employment, pension and benefit plans, and compliance with applicable labor and employment laws. In brief, our practice is designed to meet the diverse needs of our non-profit, tax-exempt clients.

## GOVERNANCE

Our practice has significant experience in organizing and establishing non-profit corporations, and in related governance and operational issues. We frequently advise directors, trustees and officers of non-profit organizations on corporate governance, conflicts of interests, procedural and bylaws matters, and we have extensive experience assisting our non-profit clients in developing, reviewing and suggesting revisions to organizational policies and procedures.

These issues relate to, among other things, ensuring that the organization’s governing instruments (*e.g.*, articles of incorporation and by-laws) are up to date, ensuring that Board and officer actions are taken with requisite authority and are in compliance with the organization’s governing instruments and applicable law, helping ensure that controls are in place to protect the organization and its assets, and advising on conflicts of interest and other matters. We regularly give presentations to boards and committees on these issues, as well as duties of disclosure, duties of confidentiality and the like. In addition, we frequently advise on due process issues.

An important recent issue with respect to charitable organizations has been the consideration and adoption of “best practices” designed to improve and enhance these organizations’ governance, administration and accountability. We have significant experience advising with respect to these “best practices,” as well as proposals for charities to adopt practices and procedures similar to those covered by Sarbanes-Oxley. When litigation occurs over governance of a non-profit institution, we can relatively quickly and inexpensively resolve it.

## CORPORATE PRACTICE

Our corporate and securities practice comprises one of the firm's largest areas of focus, with more than 700 lawyers worldwide concentrating in Corporate Finance, Mergers and Acquisitions, Securities and Corporate Governance. We offer clients advice on leading corporate developments and best practices derived from our wide range of corporate and securities experience. Our tremendous depth of corporate and securities experience and resources allows us to advise clients on highly specialized corporate law matters quickly and efficiently. We have lawyers focused on specialties, such as specific types of public and private offerings; M&A; private equity, venture capital and hedge funds; corporate structuring, Sarbanes-Oxley, Dodd-Frank and corporate governance; executive compensation; SEC accounting matters; SEC rulemaking initiatives.

Sidley's Mergers and Acquisitions group provides experience in the structuring, negotiation and financing of a broad range of domestic and cross-border M&A transactions, as well as in the design and implementation of structural defenses to unsolicited takeover proposals, including shareholder rights plans.

The firm regularly represents prominent public, private and non-profit corporations in various industries, as well as financial institutions. Since 2010, Sidley was counsel in over 449 announced M&A deals totaling in excess of US\$338 billion by value, including 114 transactions in 2014 valued at more than US\$138 billion. Among our accolades, we were named "Law Firm of the Year" in Securities/Capital Markets Law by 2013 *U.S. News* – Best Lawyers® "Best Law Firms" and remain recognized year after year as a leading firm in the Corporate/M&A practice section in *Chambers Global* and *Chambers USA*.

We have been involved in the following recent transactions:

- Sidley represented General Electric in connection with the sale of its GE Appliances business division to AB Electrolux, valued at \$3.3 billion.
- Sidley represented International Game Technology in its sale to GTECH S.p.A. valued at \$6.4 billion.
- Sidley represented Beam Inc. in its \$16 billion sale to Suntory Holdings Limited.
- Sidley represented PayPal, a subsidiary of eBay Inc., in its \$800 million acquisition of Braintree Payment Solutions, LLC.
- Sidley represented Skype in its equity sale to an investor consortium (led by Silver Lake and including Index Ventures, Andreessen Horowitz, and Canada Pension Plan Investment Board) for approximately \$1.9 billion in cash and a \$125 million subordinated note in exchange for a 65% equity share.

- Sidley represented of Telephone and Data Systems, Inc., in connection with the pending purchase of Baja Broadband, LLC
- Sidley represented Synopsys Inc. in its acquisition, through its German subsidiary, Synopsys GmbH, of Brandenburg GmbH, a German-based automotive software design firm valued at \$420 million.
- Sidley advised GIC Special Investments Pte Ltd, the private equity arm of GIC Pte Ltd, in connection with an investor group led by Bain Capital and Golden Gate Capital and including GIC Special Investments Pte Ltd. and Insight Venture Partners to acquire BMC Software Inc. for approximately \$6.9 billion.
- Sidley represented Viterro Inc. in its sale to Glencore International PLC for approximately \$7.36 billion, including multi-jurisdictional antitrust clearances in a large number of jurisdictions around the world.
- Sidley represented Newcrest Mining Limited in its \$9.5 billion acquisition of Lihir Gold Ltd.
- Sidley represented Aon Corporation in its \$4.9 billion acquisition of Hewitt Associates, Inc.

# DIVERSITY

## COMMITTED TO DIVERSITY

Sidley has a long history of committed action to diversify its own ranks, to build an inclusive and welcoming culture, and to build the diversity of the legal profession as a whole. When our first female partner was added to the firm in 1956, most firms were not hiring women lawyers at all. We were one of the first law firms in Chicago to add a partner of ethnic minority background. Openly LGBT lawyers have long been leaders in the firm. These were not accidents. Sidley has long valued diversity among its lawyers and clients and we have always been actively involved in the communities where we live and work. Our mission is to continually attract, retain and promote to partnership and leadership outstanding lawyers who reflect the global marketplace and the diverse communities that we serve.

Sidley has an inclusive and collegial firm culture. Over twenty years ago, Sidley was one of the first law firms to implement a Reduced Work Schedule policy, one part of a comprehensive support system for our lawyers. We were the first U.S. law firm to be a national sponsor of Lambda Legal and led in providing health insurance coverage and other benefits to same-gender partners and spouses. We have implemented innovative programs to both bring greater numbers of minority students into the legal profession (our Sidley Prelaw Scholars Initiative) and to create programs that enhance an inclusive culture for our minority, female, LGBT and disabled lawyers.

We are committed to achieving greater diversity and inclusivity, not just in our firm, but in the legal profession as a whole. Sidley was the first U.S. law firm to develop a pipeline program providing financial and mentoring support for economically disadvantaged minority college students seeking to attend law school. Our pipeline efforts range from elementary school through young lawyers' first years in the profession. Beyond the legal profession, Sidley has strong ties in the diverse communities in which our lawyers and staff reside.

## INCLUSION IN ACTION

This year, we launched or reinvigorated a number of diversity and inclusion initiatives:

- **The Enhanced Mentoring Program:** Our partners provide direct work flow, skill building opportunities and introductions to clients for diverse associates.
- **Diverse Partner Practice Development Initiatives:** We support opportunities for cross-marketing, diverse team building, training, business plan development and practice group coaching to our minority, women and LGBT partners.
- **Reduced Work Schedules and Parental Leaves:** We maintain a parental leave transition program with related guidelines and education tools for working parents.

*Working Mother Magazine* and Flex-Time Lawyers LLC named Sidley to their 2014 list of the 50 Best Law Firms for Women.

- **Sustainable Diversity Series:** We conduct presentations for partners on unconscious bias and associate attrition and discuss emerging issues, such as managing and responding to intergenerational work style conflict. We are engaged in follow up work with practice groups and their leaders, the Associate Compensation Committee and H.R.-related Committee Chairs. Diversity Town Halls are held annually in each U.S. office. The Town Halls provide all lawyers and senior staff with a report on firm demographics, programs and educational initiatives, and provide an opportunity for feedback.

We are proud of our continued participation in the OnRamp Fellowship, a program designed to facilitate the re-entry of experienced women lawyers after taking time away from the workplace. In the past year, over the summer, Sidley selected four experienced female lawyers to join the firm as Fellows through the inaugural OnRamp Fellowship program.

Sidley has a long history of creating opportunities for women to advance in the legal profession. This program complements our ongoing efforts.

## **AWARDS AND ACCOLADES**

We are pleased to be highly ranked by Vault for our gender diversity programs. Sidley has also received a “perfect” 100 score on the Human Rights Campaign’s 2015 Corporate Equality Index (CEI) report. The CEI evaluates companies based on policies and programs which provide parity and support for their LGBT employees. The firm was also named to the Human Rights Campaign’s annual list of “Best Places to Work for LGBT Equality,” a distinction that is awarded to businesses that score 100% on the CEI report. Ratings are based on various factors, including non-discrimination policies, diversity training and benefits for domestic partners and transgender employees. Sidley has received “perfect” 100 scores on each report since 2008. We also received Chambers USA’s inaugural “Most Innovative Gender Diversity Award,” in 2012. *Profiles in Diversity Journal* honored Sidley’s Pre-law Scholars Initiative with the Ninth Annual International Innovations in Diversity Award, in 2012.

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HOLLY J. GREGORY, co-chair of Sidley Austin's global Corporate Governance and Executive Compensation Practice, counsels clients on the full range of governance issues, including fiduciary duties, risk oversight, conflicts of interest, board and committee structure, board leadership structures, special committee investigations, board audits and self-evaluation processes, shareholder activism and initiatives, proxy contests, relationships with shareholders and proxy advisory firms, compliance with legislative, regulatory and listing rule requirements and governance "best practice."

Holly played a key role in drafting the OECD Principles of Corporate Governance and has advised the Internal Market Directorate of the European Commission on corporate governance regulation, and the joint OECD/World Bank Global Corporate Governance Forum on governance policy for developing and emerging markets. She also drafted the National Association of Corporate Directors (NACD) Key Agreed Principles of Corporate Governance.

In addition to her legal practice and policy efforts, she has lectured extensively on governance topics, including at events in Europe and Asia sponsored by the U.S. State Department, International Corporate Governance Network (ICGN), The Conference Board, the NACD, Association of Corporate Counsel, Society of Corporate Secretaries & Governance Professionals and Institutional Shareholder Services (ISS). The author of numerous articles on governance topics, she writes the governance column for Practical Law: The Journal.

Holly began a three-year term as Chair of the American Bar Association (ABA) Business Law Section's Corporate Governance Committee in September 2014. She is founding co-chair of that Committee's Subcommittee on International Corporate Governance Developments and serves as co-chair of the ABA Delaware Business Law Forum. She recently completed a six-year term on the ABA Corporate Laws Committee, where she co-chaired the task force that issued the 6th edition of the ABA Corporate Directors Guidebook (April 2011). She also chaired the ABA task force that delivered the Report on the Delineation of Governance Roles & Responsibilities to Congress and the SEC in August 2009. Holly has served as an Adjunct Professor at Columbia Business School and as a member of multiple NACD Blue Ribbon Commissions.

Holly clerked for the Honorable Roger J. Miner, United States Court of Appeals for the Second Circuit. A *summa cum laude* graduate of New York Law School and Executive Editor of its Law Review, Holly served on the Board of Trustees of New York Law School from 2009 through 2011.

Holly is widely recognized for her work, including as: among the "100 Most Influential Players in Corporate Governance" (NACD/Directorship 100), Directorship Magazine, 2014 and all prior years; the "Best in Corporate Governance" at Euromoney Legal Media Group's inaugural Americas Women in Business Law Awards 2012; the leading practitioner in corporate governance law in the Guide to the World's Leading Women in Business Law (July 2010); and a "Leading Practitioner in Corporate Governance" in the International Who's Who of Corporate Governance Lawyers, 2014 and prior years.

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ED MCNICHOLAS, a co-leader of Sidley's Privacy, Data Security and Information Law practice, has an extensive practice representing technologically sophisticated clients facing complex cybersecurity, information technology, privacy and related constitutional issues. Commended by *The Legal 500 US* for his "deep knowledge of privacy and information security," Ed spearheads Sidley's cybercrime focus and has significant experience with litigation and counseling matters involving privacy and data protection, electronic surveillance, cloud computing, the Internet of Things, trade secrets, Internet law, online advertising, social media, big data/data science and national security. These counseling matters frequently involve development of context-specific governance strategies for complex data privacy and security issues.

Ed is frequently recognized as a leader in his field. *Chambers USA* has included Ed in its rankings of the country's Leading Lawyers since 2008 and notes that he "impresses sources with his outstanding knowledge and responsive service . . . handling complex privacy matters in his trial and appellate practice." *Chambers Global* has recognized the global reach of Ed's data protection practice since 2011.

Prior to joining Sidley, Ed served as an Associate Counsel to President Clinton. In that capacity, he advised senior White House staff regarding congressional and grand jury investigations. Ed has developed unique experience representing clients during media-driven legal challenges that balance complex litigation, congressional hearings, and federal, state and international investigations.

Ed's matters frequently involve multi-jurisdictional and multinational litigation issues, particularly jurisdictional and constitutional concerns related to the freedom of speech and the constitutional limitations on governmental access to information. His experience on Internet issues includes work from the *In re Microsoft Corp. Antitrust Litigation*, MDL No. 1332 (D. Md. 2000-03) to work on challenges to national security access to telephony metadata *In re National Security Agency Telecommunications Records Litigation* MDL 1791 (N.D.Cal. and 9th Cir. 2006-12).

Ed has written extensively on various information law and civil liberties topics for a variety of publications. He currently serves on the Advisory Board for the *BNA Privacy & Security Law Report*. His work includes titles such *Cybersecurity; Federal Trade Commission Enforcement of Privacy and Data Security; Privacy and Security Issues in Cloud Computing; and Privacy And Security*.

He received his J.D. (*cum laude*) from Harvard Law School, where he was an editor of the *Harvard Law Review*. He received his A.B. (*summa cum laude*) from Princeton University, and served as a clerk on the U.S. Court of Appeals for the Fourth Circuit.



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**RICK BOUCHER**, former U.S. Congressman and head of Sidley Austin's Government Strategies group, focuses his practice on counseling clients whose business needs require the development of public policy strategies in the telecommunications, energy and the environment, and financial services industries.

Rick has extensive experience representing clients in Congressional investigations, counseling them on the expectations of the investigating committee, preparing written materials responsive to investigative requests, preparing witnesses for investigative hearings and interacting with the committee on the client's behalf throughout the investigative process. He gained a valuable perspective on these matters from his 28 years of service as a member of Congress and previously as a member of the Virginia State Senate.

During his Congressional tenure, Rick served on both the House Energy and Commerce Committee and the Judiciary Committee, chairing the subcommittees on Energy and Air Quality; and Communications, Technology and the Internet. He carved out a role as a trusted bipartisan leader on critical issues. Rick was a leading participant in every major Congressional telecommunications policy debate over the past 25 years.

He chaired the subcommittee that oversaw the commercialization of the Internet and its transition from a government-owned R&D project to the global platform we know today. In that role he authored the 1992 law that permitted the first commercial use of the Internet.

He was one of two co-founders of the Congressional Internet Caucus and served as co-chairman of the 170 member group for 15 years. Rick helped to fashion the Telecommunications Act of 1996, was instrumental in drafting the initial legislation providing privacy rights for Internet users, and has been a long-standing proponent of fair use opportunities for digital media purchasers.

In the areas of energy and the environment, Rick was an architect of the Clean Air Amendments of 1990 and was a major participant in the formulation of greenhouse gas control legislation, having worked extensively with business leaders to achieve a legislative balance that garnered the support of the largest investor-owned utilities. In that effort, he organized and chaired 28 days of hearings on global climate change and drafted cap and trade legislation for greenhouse gas control which became the foundation for the legislation that passed the House in 2009.

In addition to his energy and telecommunications-related work, Rick drafted and introduced the Bipartisan Free Flow of Information Act, and was the lead Democratic co-sponsor of both the Comprehensive Bankruptcy Reform and Class-Action Reform measures, signed into law by President George W. Bush.

Rick served in the Virginia Senate for seven years and before entering public service was in the private practice of law for 12 years in New York and Virginia.

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CAM KERRY, former General Counsel and Acting Secretary of the United States Department of Commerce, has played a leadership role in addressing many of the biggest challenges facing business today, including consumer privacy issues and international discussions regarding systems for data protection. His broad practice operates at the intersection of law and technology and is informed by his years of government service and over three decades in private practice. Cam joins his wealth of experience in the highest levels of government with the global and inter-disciplinary resources of Sidley's highly regarded Privacy, Data Security and Information Law team. In addition, Cam works on complex matters involving international trade relations, intellectual property policy, litigation, government affairs and communications.

Cam's practice involves strategic counseling, regulatory guidance and litigation, and includes:

- Providing general counsels, chief privacy officers and boards of directors with strategic advice on global privacy and data protection compliance programs and information governance protocols.
- Advising on corporate cybersecurity preparedness, including deployment of the NIST Framework developed at the Department of Commerce.
- Representing companies in litigation and government investigations concerning alleged unfair or deceptive business practices regarding privacy and other consumer protection issues.
- Assisting clients to advance their objectives to promote international digital trade, cross-border data transfers, cloud services and innovative Big Data and new technology applications.
- Advising and representing U.S. and multinational companies regarding new EU Data Protection Regulation, and global "binding corporate rules."

Throughout his life, Cam has been deeply involved in politics. During the 2004 presidential campaign, he was a close advisor and national surrogate for his brother, Democratic nominee John Kerry. The period when Cam served as Acting Commerce Secretary, while his brother served as Secretary of State, marked the first time in U.S. history that two brothers served in the Cabinet at the same time.

Cam is the Ann R. and Andrew H. Tisch Distinguished Visiting Fellow in Governance Studies and the Center for Technology Innovation at Brookings Institution. He also is a visiting scholar with the MIT Media Lab. His work at these institutions focuses on the intersection of privacy and security on Big Data and international flows of information. He currently serves on the State Department Advisory Committee on International Communications & Information Policy. He is also a member of the advisory boards for the Future of Privacy Forum, the International Association of Privacy Professionals (IAPP) and the Massachusetts Innovation Partnership Network, and a member of the Council on Foreign Relations and American Bar Foundation.

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SHARON FLANAGAN has over 15 years of experience representing companies in a broad range of merger and acquisition transactions, securities offerings and corporate governance matters. Some notable transactions include:

- Representing PayPal, Inc. in its acquisition of global payments company, Braintree for a cash payment of \$800 million;
- Representing eBay Inc. in the sale of Skype Technologies to Silver Lake Partners for \$2 billion; and
- Representing interactive whiteboard maker, SMART Technologies in its dual-listed initial public offering raising \$660 million.

Consistently recognized for her work on a number of significant transactions, Sharon was recognized in the 2012-2014 editions of *Chambers USA* in Capital Markets and Corporate/M&A. She has also been recognized in the 2011 through 2015 editions of *The Best Lawyers in America* in the area of Corporate Law and in 2012, she was named the *Best Lawyers' 2013 San Francisco Corporate Law "Lawyer of the Year."* She was also recommended in Healthcare: Life Sciences, Capital Markets, and M&A in the *Legal 500 US 2013*. In addition, *The American Lawyer* named her as one of "45 Under 45" – "the best of the best among young women lawyers in the Am Law 200." Sharon was named to the *Daily Journal's* list of the Top 25 Women Corporate and Transactional Lawyers in California. In 2011, she was also named by *Law360* as a Rising Star, earning her a spot as one of their 10 corporate finance rising legal stars under 40. In 2013, *The Recorder* recognized her as one of its Women Leaders in Technology Law.

Sharon has experience handling acquisitions, divestitures and strategic alliances for a broad range of companies, with a particular focus on life sciences and technology companies. In addition, she regularly represents companies in their cross-border M&A transactions. For example, she represented PayPal in its acquisition of Zong SA, a mobile payments company in Switzerland. She also represented Genentech in its purchase from Lonza of a cell culture biologic manufacturing facility in Singapore.

Sharon has extensive experience representing issuers and underwriters in a variety of securities offerings, including initial public offerings, follow-on offerings, and registered and 144A debt offerings. She represented DaVita Inc., a Fortune 500 healthcare company, in its acquisition financing for HealthCare Partners, including a \$1.25 billion high yield notes offering. She recently represented Merrill Lynch, Pierce, Fenner & Smith Incorporated and Goldman, Sachs & Co. in the initial public offering for retailer, Restoration Hardware.

Sharon advises a number of public companies on corporate governance, disclosure and other SEC compliance matters, as well as ISS/proxy advisory firm matters, stockholder proposals and corporate governance best practices.

Sharon serves as the managing partner of the firm's San Francisco office.

# JOSHUA T. HOFHEIMER

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JOSH HOFHEIMER combines almost two decades of corporate, commercial and technology law practice with the experience of having run a public company to bring his clients focused, practical counsel to help them grow their businesses and maximize their value and returns. His practice focuses on representing clients in information technology, agribusiness and food and life sciences sectors. Josh's work spans a broad array of technology, intellectual property and commercial transactions, ranging from agricultural technology to medical devices, biotechnology and pharmaceuticals, software, Internet and new media transactions and includes developing and implementing business strategies for commercialization of multiple intellectual property platforms.

Josh has been recognized for his work by several publications, including recommendations by *The Legal 500 US* in both the Technology: Outsourcing and Technology: Transactions categories (2014). He was selected by *LMG Life Sciences* as a "Life Science Star - Finance and Transactional" (2013 and 2014) and named a "California: IP Star" by *Managing Intellectual Property - IP Handbook* (2013 and 2014).

Prior Sidley work includes representing start-up companies, agriscience companies, convergence technology companies, a semiconductor tooling manufacturer and broadband Internet content providers, for whom Josh has acted as general outside corporate counsel, negotiating business development and strategic agreements, such as content syndication agreements, licensing agreements, distribution agreements, e-commerce agreements, marketing and co-promotion agreements, joint venture agreements and web design agreements. He advised Los Angeles County and other large customers on a variety of software-related matters, including the county's acquisition of a new voting system for its election processes, several complex healthcare services systems, and a new multi-layered county-wide traffic control system. He also advises clients on general corporate matters, including private equity financings, IP due diligence, LLC formation agreements, stock and asset acquisitions, executive compensation packages, implementing employee stock option plans and internal reorganizations and restructuring.

## **Selected Transactional Experience:**

- Represented the Syngenta Foundation for Sustainable Agriculture in the structuring and spin-out of its crop insurance and services business, Agriculture and Climate Risk Enterprise, Ltd. (ACRE), into a stand-alone, entity based in Kenya, East Africa.
- Represented CNET Networks, a publicly listed media company, in the \$45 Million sale of its Webshots business division to American Greeting Cards, through an APA and a substantial transition services agreement.
- Represented County of Los Angeles and San Diego County, in multiple twenty million dollar plus information technology procurement and outsourcing agreements for critical county services, including voting systems, 911 response management systems, prison health systems, and mental health patient management and reimbursement systems.