

## **SECURITIES, CORPORATE GOVERNANCE & SARBANES-OXLEY**

Moore & Van Allen's securities and corporate governance litigation group possesses a combination of corporate governance, securities industry, and accounting experience. We bring to bear our learning from all the cases we handle, including class action litigation. Our group members successfully represented public and private companies, brokerage firms, and individuals in state and federal courts, both criminal and civil, and in FINRA and NYSE arbitrations. Group members advise and assist clients that are subjects of regulatory investigations and inquiries from FINRA, NYSE, Amex, the SEC and the State.

In an era when corporate governance and securities issues can give rise to Sarbanes-Oxley cases, criminal investigations and significant public relations challenges, the firm brings to bear its experience in crisis response to work with clients and their other advisors in developing a total strategy to deal effectively with all of the relevant constituencies, including customers, employees, and lenders. The firm has represented clients in all aspects of corporate governance disputes – up to cases seeking compelled dissolution of the company at issue. Our lawyers work closely with our corporate group to develop and execute innovative solutions to these issues. A sampling of matters includes:

- The firm has recently defended a major broker-dealer in connection with a regulatory investigation arising from alleged violations of Amex Rule 208.
- The firm recently successfully defended a public company in the defense of a Sarbanes-Oxley whistleblower complaint brought by a former employee alleging his reporting of violations of various securities laws led to his wrongful termination.
- In corroboration with Washington, DC counsel, the firm recently successfully defended a public company defending against a class action securities fraud claim. The Defense successfully secured removal of the case to the United States District Court, successfully defended against an action to remand the case to state court, and successfully secured a dismissal of the case on a motion to dismiss.
- The firm recently secured an arbitration award on behalf of a brokerage industry client seeking to enforce confidentiality and non-competition provisions in a contract breached by one of its former registered representatives. The firm

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successfully secured an arbitration award enforcing the non-compete and confidentiality provisions and securing damages on behalf of its client.

- The firm recently successfully defended a major broker-dealer and registered representatives against allegations of unsuitable investment recommendations arising from allegedly improper recommendations to invest in the broker-dealer's mutual funds.
- The firm recently successfully defended a public company client in an investigation by regulators examining the company's revenue recognition practices.
- The firm successfully represented a minority shareholder of a private company to secure appointment of a court-ordered receiver to stop improper taking of corporate assets by the majority shareholder.
- The firm successfully represented a corporate client in defense of a dissent and appraisal proceeding arising from the client's going private transaction.