

□ PEOPLE



Ele Klein
Partner

Contact

+1 212.756.2376 ele.klein@srz.com

919 Third Avenue New York, NY 10022

Co-chair of the M&A and Securities Group, co-chair of the Global Shareholder Activism Group and member of the firm's Executive Committee. Advises on shareholder activism, mergers and acquisitions, securities law and regulatory compliance.

Ele represents activists, investment banks and companies in matters ranging from corporate governance and control to proxy contests and defensive strategies.

He works on numerous activist campaigns and related transactions every year for some of the largest private investment groups and investment banks in the United States and abroad.

In addition, Ele advises on private investments in public equity (PIPEs), initial public offerings and secondary offerings, venture capital financing, and indenture defaults and interpretation, and he counsels clients in the

regulatory areas of insider trading, short selling, Sections 13 and 16, Rule 144, insider trading and Regulation M/Rule 105.

Ele is recognized as a 2022 *American Lawyer* "Dealmaker of the Year" for his work at Exxon Mobil for Engine No. 1, the largest proxy fight in history, which resulted in the addition of three directors to the ExxonMobil board of directors.

He is also ranked as a leading lawyer in *Chambers USA*, *The Legal 500 US*, *New York Super Lawyers – New York Metro Top 100* and *Super Lawyers Business Edition*.

Ele has served as a moderator and speaker at numerous conferences and events addressing shareholder activism, regulatory and reporting issues, PIPEs, M&A deals, the capital markets and other topics of interest to the alternative investment industry.

He is a regular contributor to the *Shareholder Activism Insight* report and *The Activist Investing Annual Review*, produced annually by Activist Insight in association with Schulte.

Practices

SHAREHOLDER ACTIVISM

PIPES

MERGERS AND ACQUISITIONS

PRIVATE EQUITY

REGULATORY AND COMPLIANCE

Bar Admissions

Connecticut

New York

Education

Yale Law School, J.D.

- Senior Editor, The Yale Law Journal
- Law School Senator, Yale University Graduate and Professional Senate

Brooklyn College, CUNY, B.S.

summa cum laude

Representations

- Trian Fund Management in The Walt Disney Company
- Engine No. 1 in Exxon Mobil
- Politan Capital at Masimo Corporation and Centene Corp.
- TCI in Canadian National
- JANA Partners in Zendesk, New Relic and Mercury Systems
- E. Shaw in FLEETCOR Technologies, Inc., Fidelity National Information Services, Inc., FedEx and Verisk Analytics
- Corvex Management at Anaplan
- Starboard Value in RB Global, Inc. (f/k/a/Ritchie Bros.), Papa John's International and Acacia Research
- Elliott Management in Marathon Petroleum, Akamai Technologies and Hess Corp.
- Farallon Capital at Exelixis, Inc.
- Irenic Capital Management at News Corp.
- Greenlight Capital in General Motors
- Cevian Capital in Autoliv, ABB and LM Ericsson
- Caligan Partners in Knowles Corp. and AMAG Pharmaceuticals
- venBio Select Advisor in Immunomedics
- Saba Capital in First Trust
- Oasis Capital in Stratus Properties
- Altimeter Capital Management in United Continental Holding
- SRS Investment Management in Avis Budget Group
- Anchorage in connection with board representation at Houghton Mifflin

Publications

Books

- "Private Investments in Public Equity (PIPEs)," Insider Trading Law and Compliance Answer Book (Practising Law Institute), 2011-2020
- "Transaction Reporting," Investment Management: Law and Practice (Oxford University Press), 2010
- PIPEs: Revised and Updated Edition (Bloomberg Press), 2006 (coauthor)
- PIPEs: A Guide to Private Investments in Public Equity (Bloomberg Press), 2003 (co-author)

Articles

- "Delaware Complicates Musk Quest for Control," The Deal,
 February 2024 (quoted)
- "SEC Adopts Final Rules on SPAC IPOs and De-SPACs to More Closely Align With Traditional IPO Requirements," Schulte Alert, Feb. 2, 2024; republished in Harvard Law School Forum on Corporate Governance, March 2024
- "Elliott, Starboard Lead Way in Record Year for Activists," FundFire, Jan. 17, 2024 (quoted)
- "SEC Approves NYSE's Amended Stockholder Approval Rules Providing Companies With Increased Flexibility to Raise Capital From Passive Related Parties," Schulte Alert, Jan. 9, 2024
- "Final SEC Rules Amending Schedule 13G and 13D Beneficial Ownership Reporting," Schulte Alert, Oct. 13, 2023
- "SEC Evaluation of Swap Disclosures Misguided," The Deal, July 20, 2023 (quoted)
- "Who's Helping Whom '23: Legal Advisers," *The Deal*, July 19, 2023 (featured)

- "10 Questions with Ele Klein," *The Activist Report*, July 2023 (featured)
- "Icahn-Illumina Contest: Board Accountability and the UPC," Harvard Law School Forum on Corporate Governance, June 7, 2023
- "Resurgence of Hostile Bids Provides Insurgents Fodder," The Deal, May 16, 2023 (quoted)
- "Shareholder Activism Landscape Changed By Universal Proxy," Law360, March 17, 2023 (quoted)
- "(Much Too Early) Observations on the Universal Proxy
 Card," Harvard Law School Forum on Corporate Governance, Feb.
 15, 2023
- "Amendments to Rules Governing Trading Plans and Insider Filings," Harvard Law School Forum on Corporate Governance, Jan. 26, 2023
- "SEC Adopts Amendments to Rules Governing Rule 10b5-1 Trading Plans and Section 16 Insider Filings on Forms 4 and 5," Schulte Alert, Dec. 21, 2022
- "The Universal Proxy: New Rules & Perspectives," *Bloomberg Law*, December 2022
- "Shareholder Activism in 2022," Harvard Law School Forum on Corporate Governance, Oct. 25, 2022
- "USA: Trends and Developments," Chambers Global Practice Guide: Shareholders' Rights & Shareholder Activism 2022, September 2022
- "New Rule Will Shake Up How Activist Board Fights Play Out," Bloomberg, Sept. 1, 2022 (quoted)
- "Analysis: Why the Banks Financing Musk's Twitter Deal are Unlikely to Be Able to Help Him Walk Away," Reuters, Aug. 5, 2022 (quoted)
- "Shareholder Rights Update: SEC Proposes to Narrow Ability to Exclude Shareholder Proposals from Company Proxy Materials," Schulte Alert, July 28, 2022

- "SEC Rescinds Certain Rules Governing Proxy Voting Advice," Schulte Alert, July 21, 2022
- "Why Twitter Could Have the Upper Hand in Its Battle Against Musk," Barron's, July 12, 2022 (quoted)
- "JANA Partners' Cooperation Agreement with Board of Mercury Systems," Global Legal Chronicle, July 4, 2022 (featured)
- "Activist Duo's Two Directors Join Mercury's M&A Panel," The Deal, June 24, 2022 (featured)
- "D. E. Shaw Group's Agreement with FedEx," Global Legal Chronicle, June 22, 2022 (featured)
- "Meet the 13 Lawyers on Speed-Dial When Companies and Activist Investors Fight for Boardroom Control," *Insider*, May 25, 2022 (featured)
- "SEC Proposes Rules to Increase SPAC Disclosure Requirements to More Closely Align with Traditional IPO Requirements," Schulte Alert, May 18, 2022
- "Elon Musk Says Twitter Deal 'Cannot Move Forward' in Current State," The New York Times, May 17, 2022 (quoted)
- "Musk vs. the Bots," DealBook Morning Newsletter (The New York Times), May 17, 2022 (quoted)
- "Elon Musk is Facing Backlash After Criticizing Twitter Employees," Wonderful Engineering, April 29, 2022 (quoted)
- "SEC Proposes Comprehensive Changes to Beneficial Ownership Rules (Part Two of Two)," *Hedge Fund Law Report*, April 28, 2022 (quoted)
- "Biden's Student Loan Dilemma," New York Times Dealbook Morning Newsletter, April 27, 2022 (quoted)
- "Elon Musk Engages with Tweets Criticising Twitter Staff," The Guardian, April 27, 2022 (quoted)
- "SEC Proposes Comprehensive Changes to Beneficial Ownership Rules (Part One of Two)," *Hedge Fund Law Report*, April 21, 2022 (quoted)

- "Twitter's Board Put Up a Defense Mechanism Against Elon Musk. Here's What He Could Do Next," CNN, April 19, 2022 (quoted)
- "Here's What Elon Musk Can Do If Twitter Rejects His \$43 Billion Bid," Barron's, April 15, 2022 (quoted)
- "Twitter's Legal Leaders Face Pressure as Elon Musk Pushes \$43B Bid," Law.com, April 14, 2022 (quoted)
- "Twitter Grapples With an Elon Musk Problem," New York Times, April 11, 2022 (quoted)
- "Activist Investing Today: Schulte's Klein Talks Musk, SEC, ESG,"
 The Deal, April 8, 2022 (featured)
- "Controversial SEC Proposal Would Rein in Large Shareholders Like Elon Musk," Yahoo! Finance, April 7, 2022 (quoted)
- "Analysis: Tesla's Musk May Add to U.S. SEC Ire with Late Report About Twitter Stake," Reuters, April 5, 2022 (quoted)
- "Musk's 'Passive' Twitter Stake Starts With Poll on Edit Button,"
 Bloomberg, April 4, 2022 (quoted)
- "The American Lawyer's 2022 Dealmakers of the Year," The American Lawyer, March 28, 2022 (featured)
- "Who's Winning the Activism Work," The Deal, March 22, 2022 (quoted)
- Contributor, The Activist Investing Annual Review 2022 (Activist Insight in association with Schulte)
- "Shareholder Activists Sharpen ESG Edge," IFR, Feb. 18, 2022 (quoted)
- "Proposed Rule Changes to SEC Beneficial Ownership Reporting," Schulte Alert, Feb. 11, 2022
- "Global Shareholders: The Shareholder Perspective," Skytop, Feb. 8, 2022 (featured)
- "SEC Staff Guidance Paves Way for More ESG Proposals," Schulte Alert, February 2022; republished in Bloomberg Law, February 2022

- "Trends and Developments," Shareholders' Rights & Shareholder Activism 2021, October 2021
- "SPAC Litigation Alert: CEO of Acquisition Target Charged in First Criminal Indictment Connected to a De-SPAC Transaction," Schulte Alert, Aug. 9, 2021
- "Engine No. 1 Lessons for Environmental Proxy Campaigns,"
 Bloomberg Law, July 27, 2021
- "SPAC Litigation Alert: SPAC Sponsor and CEO Agree to Pay Civil Penalties and Forfeit Sponsor Shares Following SEO's Charge of Disclosure and Due Diligence Failures," Schulte Alert, July 20, 2021
- "13(d) Reporting Windows to Be Revisited," Schulte Alert, July 19, 2021
- Interview, "Schulte Roth's Ele Klein On Exxon And Shareholder Activism," Law360, June 2, 2021
- "SPAC Litigation Alert: SEC Cautions SPAC Participants that Claims of Reduced Liability Exposure Are Overstated," Schulte Alert, April 13, 2021
- "SEC Approves NYSE's Amended 'Related Party' and '20%' Stockholder Approval Rules," Schulte Alert, April 9, 2021; republished in the Harvard Law School Forum on Corporate Governance, April 21, 2021
- "SPAC Litigation Alert: Kwame Amo v. MultiPlan," Schulte Alert, March 29, 2021
- "Shareholder Activism in US Regulated Industries," Ethical Boardroom, March 2021
- Contributor, The Activist Investing Annual Review 2021 (Activist Insight in association with Schulte)
- "NYSE Proposes to Permanently Amend 'Related Party' and '20%' Stockholder Approval Rules," Schulte Alert, Jan. 12, 2021; republished in the Harvard Law School Forum on Corporate Governance, Jan. 26, 2021

- Fall 2020 Shareholder Activism Insight (Activist Insight in association with Schulte), November 2020
- "IPOs Surge While Market Tightens, But Opportunities Remain," Schulte SPAC Insights, November 2020
- "Investing in a SPAC Requires Understanding of Liquidity, Regulatory Issues," Bloomberg Law, Oct. 26, 2020
- "Trends and Developments," Shareholders' Rights & Shareholder Activism 2020, October 2020; republished in the *Harvard Law* School Forum on Corporate Governance, Nov. 15 2020
- "NYSE Further Extends Waiver of Parts of 'Related Party' and '20%' Stockholder Approval Rules," Schulte Alert, Oct. 9, 2020; republished in the Harvard Law School Forum on Corporate Governance, Oct. 27, 2020
- "SEC Brings Enforcement Action Against Fund Manager for Single 13D Violation," Schulte Alert, Oct. 2, 2020
- "SEC Increases Rule 14a-8 Thresholds for Shareholders to Submit Proposals in Company Proxy Materials," Schulte Alert, Sept. 25, 2020; republished in the Harvard Law School Forum on Corporate Governance, Oct. 12, 2020
- "OUT NOW: The money game," *Activist Insight*, Sept. 17, 2020 (quoted)
- "SEC Issues Final Rule Regulating Proxy Voting Advice," Schulte Alert, July 28, 2020
- "Regulated Funds and Activism: SEC Staff Issues No-Action Position on Permissibility of Reliance on State Control Share Acquisition Statutes by Closed-End Funds," *Schulte Alert*, June 3, 2020
- "COVID-19 and Alternative Financing for Public Companies," The Hedge Fund Journal, May 2020 (quoted)
- "Truce sorely wanted on proxy proposal championed by SEC,"
 Pensions & Investments, May 18, 2020 (quoted)

- "Elliott, Starboard Push On as Activists Face 'Subdued' Moment,"
 FT FundFire, May 13, 2020 (quoted)
- "PIPEs Update: Nasdaq Provides Temporary Relief from Certain Shareholder Approval Requirements for PIPEs (COVID-19)," Schulte Alert, May 11, 2020
- "Companies' True Essence Visible in the COVID-19 Crises," HFM Absolute Return, April 21, 2020
- "Activists Lay Low Due to Tough Market Conditions," Absolute Return, April 8, 2020 (quoted)
- "PIPEs and Registered Directs: COVID-19 and Alternative Financing Transactions," Schulte Alert, April 7, 2020
- "Activism This Week," Value Walk, March 27, 2020 (quoted)
- "Schedule 13G: Coronavirus Update for Private Fund Managers SEC Extends Limited Filing Relief for Schedule 13G Filers," Schulte Alert, March 25, 2020
- "Activism This Week," ValueWalk, March 20, 2020 (quoted)
- "Activist Investing COVID-19 and Shareholder Activism The Impact," Schulte Alert, March 17, 2020; republished in Harvard Law School Forum on Corporate Governance, March 31, 2020
- "SEC Staff Issues COVID-19 Guidance Relating to Annual Shareholder Meetings and Compliance with Federal Proxy Rules," Schulte Alert, March 17, 2020
- "Schedule 13/Section 16 Coronavirus Update for Private Fund Managers – Limited SEC Filing Relief for Schedule 13G Filers and Unchanged Schedule 13D and Section 16 Obligations," Schulte Alert, March 15, 2020
- "Market Drop Could Spawn New Insurgencies," The Deal, March 13, 2020 (quoted)
- "CorpGov: Activists Avoid Limelight, Active Investors Less So," The Deal, March 3, 2020 (quoted)
- "Inside the Evolving State of Shareholder Activism," Law360, Feb. 21, 2020 (quoted)

- Interview, "The Activist Insight Podcast," Activist Insight, Feb. 10, 2020
- Contributor, 2020 Shareholder Activism Insight (Activist Insight in association with Schulte)
- "Informal Settlements, ESG Issues To Permeate 2020 Activism," Law360, Jan. 1, 2020 (quoted)
- "Lawyers Diverge on Icahn Oxy Feud," The Deal, Nov. 22, 2019 (quoted)
- "Experts Debate Activist Prospects in Next Recession," The Deal,
 Nov. 19, 2019 (quoted)
- "Xerox's Citi Retention Adds Credibility to HP Bid," The Deal, Nov. 11, 2019 (quoted)
- "CorpGov: Fir Tree's Stern Looks Back on Kyushu Campaign," The Deal, Sept. 26, 2019 (quoted)
- "Delaware Court Upholds Record Holder Requirement in Advance Notice Bylaw Provisions," Schulte Alert, Sept. 9, 2019 (co-author)
- "Top 10 Wildest Campaigns of 2019," Activist Insight, August 2019 (quoted)
- "Activist Spotlight: Mandating Earlier Insurgent Disclosures Through IPOs," The Deal, Aug. 2, 2019 (quoted)
- "Karmic reckoning? Investors in activist hedge funds agitate for change," Reuters, July 30, 2019 (quoted)
- "Activist Spotlight: Advisers Clash Over Director 'Replacement Rights," The Deal, July 11, 2019 (quoted)
- "Activist Spotlight: Inside the SEC's Proxy Adviser Overhaul," The Deal, June 24, 2019 (quoted)
- "Activist Spotlight: White Squires Turning Grey," The Deal, May 7, 2019 (quoted)
- Interview, "Interview with Eleazer Klein, Partner at Schulte Roth & Zabel," Skytop Strategies, March 2019

- Interview, "The Activist Insight Podcast: Views from the Shareholder Activism Summit," Activist Insight, March 25, 2019
- "Activist Spotlight: Insurgent Investors on the Rise in Asia," The Deal, March 14, 2019 (quoted)
- "Three Ways Shareholder Activists Will Shape M&A in 2019,"
 Law360, Feb. 12, 2019 (quoted)
- "Activist Funds Turn Attention to Banks as New Merger Wave Sets Up," CNBC, Feb. 8, 2019 (quoted)
- "Activist Investors Pushed 922 Companies to Perform Better in 2018," Opalesque, Feb. 6, 2019 (quoted)
- "Elliott Leads Activist Pack After Record '18," FT FundFire, Feb. 6, 2019 (quoted)
- Contributor, The Activist Investing Annual Review 2019 (Activist Insight in association with Schulte)
- "Activists Expected To Target M&A, Overseas Cos. In 2019," Law360, Jan. 1, 2019 (quoted)
- "Activist Spotlight: M&A Could Emerge Soon at Elliott-Targeted Travelport," The Deal, Nov. 6, 2018 (quoted)
- "Starboard CEO Jeff Smith's Stand to Fix Universal Ballot Contests," Activist Insight, Oct. 26, 2018 (quoted)
- Interview, "Activist Investors Are Gearing Up for More Battles in the Year Ahead, Taking Aim at Consumer Stocks," CNBC, Oct. 8, 2018
- Contributor, Shareholder Activism Insight (Schulte in association with Activist Insight and Okapi Partners), 2018
- "SEC Approves Changes to Nasdaq Stockholder Approval Requirement for Discounted Private Offerings," Schulte Alert, Oct. 3, 2018 (co-author)
- "INSIGHT: Consequences of a Board Seat," Bloomberg Law, August 2018 (co-author)
- "U.S. and Asia Propel M&A Activism Surge," Activist Insight, Aug. 29, 2018 (quoted)

- "Activist Target: Tesla," The Deal, Aug. 23, 2018 (quoted)
- "Data Analysis: North American Activists and Corporations Expand Toolbox," Activistmonitor, July 12, 2018 (quoted)
- "Finance Activists," Swissquote, July 2018 (quoted)
- "The Legal Risks Lurking in the CBS-Viacom Deal," Financial Times, April 19, 2018 (quoted)
- "CBS Weighs Legal Risks of Increased Viacom Bid," Financial Times, April 18, 2018 (quoted)
- "Crain's New York Business 40 Under 40 Class of 2018," Crain's New York Business, March 2018 (quoted)
- "Activist Spotlight: Icahn Helps Shift the Lines of Defense," The Deal, Feb. 1, 2018 (quoted)
- "Shareholder Activism Poised for Busy, High-Stakes 2018," Law360, Jan. 1, 2018 (quoted)
- Contributor, The Activist Investing Annual Review 2018 (Activist Insight in association with Schulte)
- Interview, "Passive Investors and Their Role in Activism for 2018," Forbes, Dec. 20, 2017
- "ISS and Glass Lewis 2018 Proxy Guidelines Continue to Expand Shareholder Influence," Schulte Alert, Dec. 6, 2017 (co-author)
- Interview, "Shareholder Activism Knows No Bounds: A Discussion With Schulte's Global Shareholder Activism Group," The Hedge Fund Journal, December 2017
- "Corporate Defenders Urge ISS to Ask More From Activists," The Deal, Sept. 11, 2017 (quoted)
- "Consumer Goods Make Appetising Target For US Activists," Financial Times, July 21, 2017 (quoted)
- "With Crowding in U.S. Market, Activist Investors Look to Europe,"
 The New York Times, June 26, 2017 (quoted)

- "Activist Investors Are Hunting Canada Why?" Forbes, June 26, 2017 (quoted)
- "Immunomedics Proxy Contest: Schulte Roth & Zabel Achieves
 Unprecedented Litigation Victories," The Hedge Fund Journal, June
 2017
- "When Activists Enter the Kitchen, the CFOs Feel the Heat," The Wall Street Journal, June 12, 2017 (quoted)
- "Section 13 and Section 16 Enforcement Actions A Guide for Staying in Compliance," Bloomberg BNA – Securities Regulation & Law Report, June 5, 2017 (co-author)
- "Companies, Activists Mired in Ongoing Proxy Battles," Bloomberg, May 25, 2017 (quoted)
- Interview, "Hedge Fund Activists: The Debate On Unlocking Value," Forbes, March 21, 2017
- "Meet the New Wave of Insurgents," The Deal, Feb. 10, 2017 (quoted)
- "5 Trends That Will Shape Shareholder Activism In 2017," Law360,
 Feb. 7, 2017 (quoted)
- "CEOs Targeted More by Activists but Give Them Fewer Board Seats," Reuters, Feb. 1, 2017 (quoted)
- Contributor, The Activist Investing Annual Review 2017 (Activist Insight in association with Schulte)
- "Activist Investors Set For Busy 2017," Law360, Jan. 2, 2017 (quoted)
- "Good Governance Hits a Speed Limit," The Deal, Dec. 9, 2016 (quoted)
- "Intermediary Awards 2016," Activist Insight Activism Monthly, December 2016 (quoted)
- "2016 Shareholder Activism Insight Report," Harvard Law School Forum on Corporate Governance and Financial Regulation, Dec. 1, 2016 (co-author)
- Contributor, Shareholder Activism Insight (Schulte in association with Activist Insight and FTI Consulting), 2016

- "Shareholder Activism Continuing an Evolution, Report Says," Law360, Nov. 1, 2016 (quoted)
- "Opalesque Exclusive: The Idiosyncrasies of European Activist Investing," Opalesque, Sept. 16, 2016 (quoted)
- "Activism and Passivity: HSR Act and Section 13(d) Developments for Investors," Schulte Alert, July 28, 2016 (co-author); republished in Westlaw Journal – Derivatives, Aug. 11, 2016, Westlaw Journal – Securities Litigation & Regulation, Aug. 18, 2016, and The Hedge Fund Journal, September 2016
- "A Closer Look at the Proxy Case Everyone's Talking About," Law360, May 27, 2016 (quoted)
- "Dodging Court," Activism Monthly Premium, May 2016 (quoted)
- Interview, "Activism in MicroCap Stocks," Stock News Now Wall Street View, May 23, 2016
- "Activist Investing Update: DOJ's HSR Action Against ValueAct Highlights Uncertainties Regarding the 'Investment-Only' Exemption," Schulte Alert, May 20, 2016 (co-author); republished in The Hedge Fund Journal, June 2016
- "Blurred Lines: PE Firms and Activists Steal from Each Other's Playbooks," The Deal, March 18, 2016 (quoted)
- Interview, "Writing the Activism Playbook," The Hedge Fund Journal,
 February 2016
- "Market Sell-Off Creates Opportunities for Activists," *The Deal*, Feb. 19, 2016 (quoted)
- "Why Fear of Activists Pressures MetLife to Sell Itself Smaller," The Street, Feb. 8, 2016 (quoted)
- "Europe Activism Boom Calls for Gentler Tack From Investors,"
 Law360, Feb. 3, 2016 (quoted)
- "MetLife's Sale Puts Spotlight on SIFI Activism," The Deal, Feb. 3, 2016 (quoted)
- "A Look at the 2016 Proxy Season's Hot Topics," Law360, Jan. 28, 2016 (quoted)

- Contributor, The Activist Investing Annual Review 2016 (Activist Insight in association with Schulte)
- "Stock Volatility Could Stall Public M&A Boom," Law360, Jan. 21, 2016 (quoted)
- Interview, "Activist Investors: How Companies Should Best Engage,"
 Forbes, Jan. 14, 2016
- "PIPEs Raise Nearly \$90B in 2015 as Market Fades in Q4," The Deal,
 Jan. 11, 2016 (quoted)
- "The Energy Crash Is Going to Be Huge Business for Wall Street," Business Insider, Nov. 21, 2015 (quoted)
- "Energy Companies Have a New Problem on Their Hands," Business Insider, Nov. 17, 2015 (quoted)
- "Activist Investors Are Finding It Easier Than Ever to Get Board Seats," Bloomberg, Nov. 4, 2015 (quoted)
- "Rule 105 Update: New Round of Enforcement Highlights SEC Approach on Short-Selling Violations," Schulte Alert, Oct. 22, 2015 (co-author); republished in The Hedge Fund Journal, November 2015
- "Will Third Point's FTC Deal Chill Activism?," The Deal, Oct. 2, 2015 (quoted)
- "Short-Term Activism Could Wane Once Rates Start to Rise," Hedgeweek, Sept. 30, 2015 (quoted)
- "Activist Investors Keep Colliding and It's Forcing the Industry to Transform," Business Insider, Sept. 11, 2015
- "Hart-Scott-Rodino Filing Update: Recent Settlement Interprets 'Investment-Only' Exemption Narrowly," Schulte Alert, Sept. 3, 2015 (co-author); republished in Bloomberg BNA – World Securities Law Report, Sept. 30, 2015
- "Activism vs. PE Strategies: Opposing or Similar Forces?,"
 ValueWalk, Aug. 25, 2015 (quoted)
- "Hedge Funds Are Shaking Up Corporate America and Wall Street Couldn't Be Happier," Business Insider, Aug. 22, 2015 (quoted)

- "How a 'Wolf Pack' Can Devour Your Company Before You Know It's Happening," The Deal, June 23, 2015 (quoted)
- Contributor, Shareholder Activism Insight (Schulte in association with Mergermarket), 2014
- "SEC Releases a Second Installment of 'Bad Actor' Rule Guidance,"
 Schulte Alert, Jan. 22, 2014 (co-author)
- "Understanding the Steps for Conducting a PIPE," Law360 (excerpted from Lexis® Practice Advisor), Sept. 12, 2013 (co-author)
- "How to Raise Capital Using a PIPE," Law360 (excerpted from Lexis® Practice Advisor), Sept. 5, 2013 (co-author)
- "District Court Dismisses Insider Preference Claim Despite Affiliates Holding Equity and Board Seats," Schulte Alert, April 19, 2013 (co-author)
- "SEC Issues Proposing Release to Readopt Beneficial Ownership Rules as They Relate to Security-Based Swaps," Schulte Alert, March 25, 2011 (co-author)
- "SEC Redoubling Efforts to Root Out Microcap Fraud," The PIPES Report, Jan. 18, 2011 (quoted)
- "Goldman-Facebook Deal Raises Debate on Investor Pool," The New York Times, Jan. 6, 2011 (quoted)
- "QVT Must Face Trial on Alleged Short-Swing Profits," The PIPEs Report, Nov. 2, 2010 (quoted)
- "Enable Capital," The PIPEs Report, April 6, 2010 (quoted)
- "PIPE Funds that Participate in CMPOs May Face Increased Scrutiny of Shorting," The PIPEs Report, April 6, 2010 (quoted)
- "Investor Disputes May Drive Regulators' Scrutiny," The PIPEs Report, March 16, 2010 (quoted)
- "Issuers Face Restatements From 'Down Round' Provisions," The PIPEs Report, Jan. 19, 2010 (quoted)
- "Inconsistent Due Diligence Threatens Agents," The PIPEs Report,
 Dec. 15, 2009 (quoted)

- "SEC Staff Clarifies Interpretation Related to Filing Deadline for Schedules 13D and 13G," Schulte Alert, Nov. 19, 2009
- "Confidentiality, Standstill and Insider Trading Considerations Relevant to Hedge Funds Investing in PIPEs," The Hedge Fund Law Report, Nov. 11, 2009 (quoted)
- "PIPEs: A Lasting Trend," *Practical Law*, Sept. 1, 2009 (quoted)
- "SEC Enforcement: Enhanced 13(d) Scrutiny and Merger Arbitrage,"
 Schulte Activist Investing Developments, Summer 2009
- "Exchange-Listed Companies Larger Slice of Market," The PIPEs Report, April 21, 2009 (quoted)
- "Registration Law is Now Likely," The PIPEs Report, April 7, 2009 (quoted)
- "Swaps and Section 16: Reporting and Liability Issues," Schulte Activist Investing Developments, Winter 2009 (co-author)
- "Evasive Action: Redemptions Instill Hesitancy in Funds," The PIPEs Report, Oct. 7, 2008 (quoted)
- "Rule 415 Reversal? Actions Leave APOs in Uncertain Standing,"
 The Reverse Merger Report, March 13, 2008 (quoted)
- "Rule 415 Threatens APO Market," The PIPEs Report, March 4, 2008 (quoted)
- "PIPE Fitting: Amid LBO Slump, PE Shops Are Seizing on the Market for Private Investments in Public Equity," *Mergers and Acquisitions Journal*, Dec. 1, 2007 (quoted)
- "PIPE Sellers Tangle with Issuers and Investors Who Seek to Abolish Hedging," The PIPEs Report, Nov. 20, 2007 (quoted)
- "PIPE Financing Sheds Off Bad Rap and Sluggish Activity," Boston Business Journal, Nov. 9, 2007 (quoted)
- "PIPEs Gain Ground with a Wider Audience," Investment Dealers Digest, Nov. 5, 2007 (quoted)
- "Blank Check Company' Has Eye on Major Media Buy," Los Angeles Business Journal, May 14, 2007 (quoted)

- "Final Ruling on Rule 415," The PIPEs Report, Feb. 6, 2007 (quoted)
- "Accounting Move Roils PIPE Market," Corporate Financing Week, May 1, 2006 (quoted)
- "SEC Review Process Slows Speed to Market," Corporate Financing Week, Jan. 30, 2006 (quoted)
- "Implications and Considerations of Section 16 for Activist Investors," Activist Investing Developments, Fall 2005
- "The Finder Dilemma," *The PIPEs Report*, December 2004 (quoted)
- "The PIPEs Are Flowing: Small Public Companies Can Find It Less Costly to Raise New Money Privately, But Only If They Can Find the Right Investors," CFO Magazine, November 2004 (quoted)
- "Hedge Fund Short-Sale Tactic Faces Uncertain Future,"
 TheStreet.com, Sept. 16, 2004 (quoted)
- "No Need to Sweat These PIPEs," CFO Magazine, August 2004 (quoted)
- "PIPEs Investors Grapple with Insider Trading Issues," MAR/Hedge, July 2004 (quoted)
- Commentary on Short Selling Activities, The Daily Deal, May 27, 2003
- Feature story on Canadian Provincial Regulators, The PIPEs Report,
 July 15, 2003 (quoted)
- Feature story on International Private Placements, The PIPEs Report, May 1, 2003 (quoted)
- "PIPE Trends PIPEs Benefit from Increasing Credibility," Wall Street Reporter, PIPE Market Insider, February 2002
- "PIPEs Pumped by Venture Cash," The Daily Deal, Sept. 30, 2002 (quoted)
- "Possible Enron Bankruptcy Seen Cooling SEC Probe Pace," Reuters, Nov. 29, 2001 (quoted)

Speaking Engagements

- "Universal Proxies, 13D and Size Matters Legal Perspectives on Activism," Activist Investor Conference, March 2024
- "The Proxy Season Preview," Diligent Marketing Intelligence Conference, February 2024
- "Emboldened Activism: Universal Proxy 2023 and the Upcoming Season," Skytop Strategies' Shareholder Activism Summit 2024, January 2024
- "Corporate activism in the US, UK, Europe, and Asia," K2 Integrity Webinar, January 2024
- "Trending Legal Issues: SEC/Regulatory Proposals and Rules Update," 13D Monitor's 2023 Active-Passive Investor Summit, October 2023
- "Activism," Schulte Private Capital Conversations, July 2023
- 2023 Corporate Governance Roundtable, Harvard Law School Program on Corporate Governance, June 2023
- Moderator, "A Conversation with Glass Lewis and ISS" and "State of Activism Part II," Schulte 13th Annual Shareholder Activism Conference, May 2023
- "Small Cap Activism: Outlook for 2023," Skytop Strategies: In The Studio, March 2023
- "Fireside Chat" and "Litigation Update: Recent Proxy Contest Case Law in Delaware and Elsewhere," Skytop Strategies Shareholder Activism Summit 2023, February 2023
- "Best of 2022," Beyond the Boardroom Podcast, December 2022
- "How ESG is Transforming Investor Activism and Legal Risk," *Bloomberg* Activism Forum 2022, December 2022
- "Universal Proxy Card What It Means for Issuers and Activists,"
 Diligence's Game Plan for Proxy Season: D&O, Compensation, ESG
 & Universal Proxy Webinar Series, November 2022

- "Debt Activism: Trends, Opportunities, and Strategies," Shareholder Activism ESG Super Summit, June 2022
- Moderator, "Spotlight on Activism: The SEC Eyes Beneficial Ownership & Transparency," MFA Legal and Compliance 2022, May 2022
- "Activist Investing Today: Schulte's Klein Talks Musk, SEC, ESG,"
 The Deal Podcast, April 2022
- "The Power of the Narrative in Corporate Lawmaking," ECGI Spotlight Seminar, April 2022
- "ESG," Schulte 31st Annual Private Investment Funds Seminar, Jan. 2022
- "What Does Good Corporate Governance Look Like?" Active-Passive Investor Summit, October 2021
- "The 2021 Proxy Season: Shareholder Engagement," Harvard Corporate Governance Virtual Roundtable Series, March 2021
- "Activism," Schulte 30th Annual Private Investment Funds Seminar, January 2021
- "The Activist Perspective: Effecting Change and the Market Challenges of COVID-19" and "Anatomy of a Contest: Harbert Discovery at Enzo Biochem," Schulte 11th Annual Shareholder Activism Conference, November 2020
- "Trends and Developments," Shareholders' Rights & Shareholder Activism 2020, October 2020
- "PIPE Transactions and Registered Direct Offerings: Alternative Capital Raising, PE Investment Opportunity," Strafford Webinar, August 2020
- Harvard Corporate Governance Virtual Roundtable Session, Harvard Law School, July 2020
- "Activists Push to Drive and Block M&A," The Deal Corporate Governance Europe 2020, London, February 2020
- "Common Brokerage and Trading Issues" and "FAQ Activism,"
 Schulte 29th Annual Private Investment Funds Seminar, New York,

- "Spotlight Session: M&A and Shareholder Activism," The Deal Economy Conference, New York, November 2019
- "The U.K. and Europe: Insights on Effective Activism," Skytop Strategies Shareholder Activism Summit, New York, November 2019
- "The Institutional Investor Perspective: An Interview with BlackRock," Schulte 10th Annual Shareholder Activism Conference, New York, October 2019
- "The Rise of Shareholder Activism in Asia Pacific," The Deal, New York, September 2019
- Harvard Law School Roundtable on Shareholder Engagement,
 Cambridge, Mass., June 2019
- ACA Compliance Group Spring 2019 Compliance and Performance Conference, Miami, May 2019
- "Trends in Shareholder Activism," 13D Monitor 2019 Active-Passive Investor Summit, New York, April 2019
- "An Emerging Trend: Activists Attempting to Block M&A Deals," The Deal Corporate Governance 2019 – The Future of Shareholder Engagement in Europe, London, February 2019
- AIMA Shareholder Engagement Basics of Running a Campaign,
 New York, February 2019
- "Advance Notices and Public Rejections: The Game Book for Issuers and Activists," Skytop Strategies Shareholder Activism – Unlocking Shareholder Value, New York, January 2019
- "Market Update: Terms, Customized Products and Co-Investment Vehicles," Schulte 28th Annual Private Investment Funds Seminar, New York, January 2019
- "The Evolution of Shareholder Activism: New Strategies and Tactics," The Deal Economy Conference, New York, November 2018
- Moderator, "Current Developments and State of the Market in the U.K. and Europe," Schulte Shareholder Activism in Europe

- Moderator, "A View from the Boardroom," Schulte 9th Annual Shareholder Activism Conference, New York, October 2018
- Harvard Law School Roundtable on Shareholder Engagement, Cambridge, Mass., June 2018
- "Representing Activists," 13D Monitor 2018 Active-Passive Investor Summit, New York, April 2018
- "Role of Shareholder Activism in Corporate Governance," Harvard Law School Activism Roundtable, Cambridge, Mass., April 2018
- "Small Cap Versus Large Cap Companies: Activist Targets, and Why," Skytop Strategies Shareholder Activism – Unlocking Shareholder Value, New York, January 2018
- "Shareholder Activism," Schulte 27th Annual Private Investment Funds Seminar, New York, January 2018
- Moderator, "Anatomy of a Proxy Contest: venBio Case Study" and "SPVs, NOLs and HSR," Schulte 8th Annual Shareholder Activism Conference, New York, October 2017
- Roundtable on Shareholder Engagement, Harvard Law School, Cambridge, Mass., June 2017
- "Welcome Remarks," Yeshiva University A Conversation with Activist Investor Paul Singer, New York, June 2017
- Moderator, "Activists' Perspectives," Schulte Shareholder Activism in the UK, London, May 2017
- "Representing Activists," 13D Monitor 2017 Active-Passive Investor Summit, New York, April 2017
- "The Big Debate Part II: The Pros and Cons of Activism," Skytop Strategies Shareholder Activism 2 - Unlocking Shareholder Value, New York, January 2017
- Moderator, "Mid-Cap Activism" and "'Occasional' Activists," Schulte 7th Annual Shareholder Activism Conference, New York, November 2016

- Moderator, "Stay Informed: Tracking the Evolution of Activist Investing in Europe," The Deal & ArrowCon Partners Activist Investing in Europe 2016, London, September 2016
- Roundtable on Shareholder Engagement, Harvard Law School, Cambridge, Mass., June 2016
- "Stockholder Activism Today," 15th Annual International Mergers and Acquisitions Conference, International Bar Association, New York, June 2016
- "Activism in the Microcap Market," Growth Capital Expo, Las Vegas, May 2016
- "Representing Activists," 13D Monitor Active-Passive Investor Summit, New York, April 2016
- "Shareholder Activism: For Better or For Worse?" Yale Law School Marvin A. Chirelstein Colloquium Panel, New Haven, Conn., February 2016
- Co-Chair and Panelist, "The Big Debate: Pros & Cons of Activism," Skytop Strategies Shareholder Activism: The Emergence of the New Generation Investor Seminar, New York, February 2016
- "Trading Compliance: Managing Regulatory Risk," Schulte 25th Annual Private Investment Funds Seminar, New York, January 2016
- Moderator, "New Era of Public Venture Capital: Status Report on the Reg A+ and Solicited Reg D Offerings Markets," MarketNexus Media Growth Capital Summit – Legal and Regulatory Update on Emerging Growth Company Finance, Washington, D.C., November 2015
- Moderator, "Current Developments in Shareholder Activism Across Europe," Schulte and Activist Insight Shareholder Activism in the UK Conference, London, November 2015
- "The Activist Landscape," Morgan Stanley 2nd Annual Event-Driven Symposium, New York, October 2015
- Moderator, "Current Developments in Shareholder Activism" and "Mid-Cap Activism," Schulte 6th Annual Shareholder Activism Conference, New York, October 2015

- "The Gathering Storm: New Delaware Litigation Developments and the Escalating Activist Environment," Thomson Reuters 11th Annual Southeastern M&A/PE Forum, Atlanta, October 2015
- Moderator, "Exploring the Strategies, Preparation and Tactics
 Activist Investors Use to Organize a Campaign," ArrowCon Events
 Activist Investing in Europe, London, May 2015
- "Challenges for Public Emerging Growth Companies," MarketNexus Media Growth Capital Summit – Legal and Regulatory Update on Emerging Growth Company Finance, Washington, D.C., November 2014
- "Wall Street Meets Crowd Street: Next Steps for Bringing Crowdsourced Investment into the Capital Markets Ecosystem" and "What Emerging Growth Companies Need to Know About Activist Investor Campaigns," Growth Capital Expo, Las Vegas, April/May 2014
- "The Recent Resurgence of PIPE Deals: Who's Transacting, Under What Terms, and a Discussion on Sustainability," DealFlow Media PIPEs Conference, New York, November 2013
- "Trends in PIPE and Registered Direct Offerings," Schulte Public Company Hot Topics, New York, July 2013
- "Registered Directs, CMPOs & Follow-Ons," DealFlow Media DealFlow Conference, New York, December 2012
- "Current Trends in M&A, PIPEs and Co-Investment Transactions,"
 Schulte 21st Annual Private Investment Funds Seminar, New York,
 January 2012
- "Registered Directs, CMPOs, Follow-ons and Other Small Cap Capital Formation Tools," DealFlow Media PIPEs Conference, New York, November 2011
- "PIPEs," FRA 11th Annual Valuation of Hard-to-Value Securities and Portfolios Conference, New York, June 2011
- "Alternative Public Offerings: An Emerging IPO Option," Strafford Webinar, New York, June 2011

- "How to Comply with Rule 105: A Workshop for Hedge Fund Managers," Schulte Investment Management Hot Topics, New York, May 2011
- "Current Issues in Distressed Investing," Schulte 20th Annual Private Investment Funds Seminar, New York, January 2011
- Moderator, "The Debate over Unregistered vs. Registered Securities," DealFlow Media PIPEs Conference, Las Vegas, November 2010
- "Trends in PIPE Transactions," The International PIPEs Conference,
 Shanghai, May 2010
- "Effectively Valuing PIPEs," FRA 10th Annual Valuation of Hard-to-Value Securities and Portfolios Conference, New York, March 2010
- "Distressed Investing: Deal Structuring," Schulte 19th Annual Private Investment Funds Seminar, New York, January 2010
- "Trends in Structure and Pricing: What are the Options for Issuers?" DealFlow Media PIPEs Conference, Las Vegas, December 2009
- "Compliance Issues Relating to Reg SHO, Rule 105, Rule 144A, Rule 144, Regulation S and Private Placements," Trading Compliance Seminar, Greenwich, Conn., October 2009
- "Compliance Issues Relating to Sections 13 and 16, Reg SHO, Rule 105 and Insider Trading," Trading Compliance Seminar, Greenwich, Conn., May 2009
- "Legal & Regulatory Update: MOFCOM, SAFE and Circular 142,"
 DealFlow Media International PIPEs Conference, Shanghai, March 2009
- "Disclosure and Reporting Under Section 13 and 16: Groups and Swaps Post-CSX," Schulte 18th Annual Private Investment Funds Seminar, New York, January 2009
- FRA 9th Annual on Valuation of Hard-to-Value Securities and Portfolios Conference, New York, November 2008
- "Accounting and Valuation Issues: Examining the New Rules on Determining Fair Value of Securities," and Moderator, "PIPEs Legal

Roundtable," DealFlow Media PIPEs Conference, New York, November 2008

- "Alternative Financing: Using Private Investments in Public Equity (PIPEs)," Schulte Think Big! Small- and Mid-Cap Public Company Forum, New York, July 2008
- "Understanding PIPE Valuations," FRA Valuation of Hard to Value Securities & Portfolios Conference, The Harmonie Club, New York, June 2008
- "The Proxy Process & The Special Meeting Under Pressure,"
 DealFlow Media SPACs Conference, New York Hilton, New York,
 June 2008
- "Financing Alternatives: PIPEs" at The 10th China Venture Capital and Private Equity Forum, Shenzhen Wuhzou National Guest House, Shenzhen, China, April 2008
- "Update on the PIPE Market: New Rules & Recent Pricing Trends,"
 DealFlow Media International PIPEs Conference, Hong Kong, April 2008
- "Current Issues in Private Placements and Hedge Fund Investing: A Case Study," Yale University, New Haven, Conn., March 2008
- Chair, 7th Annual Industry Summit on PIPEs, New York, January 2008
- "Addressing Conflicts of Interest," Schulte 17th Annual Private Investment Funds Seminar, New York, January 2008
- "Will the SEC's New Rules Ease Investment in Public Companies?" DealFlow Media PIPEs Legal Update Webinar, December 2007
- FRA 8th Annual Valuation of Hard-to-Value Securities and Portfolios Conference, New York, November 2007
- "Capital Access Forum (PIPEs)," Belmont Partners, Washington, D.C., November 2007
- 5th Annual PIPEs Conference, New York, October 2007
- Chair, 3rd PIPEs Summit, New York, July 2007

- Hedge Fund Trading Forum, New York, July 2007
- FRA 6th Annual Valuation of Hard-to-Value Securities and Portfolios Conference, New York, June 2007
- Chair, "Navigating PIPEs, Laws and Regulations," FRA Conference, New York, May 2007
- The PIPEs Conference Europe, London, May 2007
- Private Investment in Public Equity (PIPEs), Atlanta, March 2007
- Chair, 6th Annual Industry Summit on PIPEs, New York, January 2007
- Chair, Second PIPEs Summit, Coconut Grove, Fla., January 2007
- The PIPEs Conference, New York, November 2006
- FRA 5th Annual Valuation of Hard-to-Value Securities and Portfolios Conference, New York, November 2006
- 5th Annual Hedge Fund Seminar, London, October 2006
- PIPEs Summit, New York, July 2006
- The PIPEs Conference Europe, London, June 2006
- Chair, The 5th Annual Industry Summit on PIPEs, New York, January 2006
- "Regulatory and Investment Issues in PIPEs Transactions," 15th
 Annual Private Investment Funds Seminar, New York, January 2006
- Wall Street Reporter Webinar on PIPEs, February 2006
- DealFlow Media PIPEs Conference, New York, October 2005
- Chair, FRA 4th Annual Industry Summit on PIPEs, New York, February 2005
- Television Appearance, CNBC-Street Signs With Ron Insana, January 2005, Regulation SHO
- "Small & Micro Cap Public Company Symposium," Strategic Research Institute, Bermuda, October 2004

- DealFlow Media PIPEs Conference, New York, October 2004
- FRA 3rd Industry Forum on PIPEs, New York, September 2004
- DealFlow Media PIPEs Conference, New York, October 2003
- "PIPEs Roundtable," Wall Street Reporter, New York, June 2003
- "Overview of Restructurings," New York City Bar Association, New York, June 2003
- "Insider Trading Pitfalls," New York, February 2003
- "Legal Regulatory and SEC Guidelines in Structuring PIPEs," FRA Conference, New York, November 2002
- FRA Issuers' and Investors' Forum on PIPEs, New York, November 2002
- "Chinese Walls and Related Strategies," New York, October 2002
- "Issues in Corporate Resolutions," New York, September 2002
- "Registered Direct Offerings," Minneapolis, August 2002
- "PIPEs and Alternate Equity Strategies Seminar," The Institute for International Research, New York, July 2002
- "Drafting Warrants," New York, June 2002
- FRA PIPEs and Alternative Equity Financing Structures Forum, New York, March 2002
- "From PIPEs To Equity Lines, Conference on The Private Equity Market For Public Companies," New York, October 2001
- "Insider Trading Concerns," Conference on Securities Issues, New Jersey, Fall 2000
- "Issues in Shareholders Agreements and Registration Rights Agreements," New York, March 2000

Memberships

- American Bar Association
- Board of Advisors, Yale Law School Center for the Study of Corporate Law

Distinctions

- Insider The 13 Lawyers Investors Call for Shareholder Activism
- The American Lawyer 2022 Dealmaker of the Year
- Biltmore Who's Who Registry of Executives and Professionals
- Chambers USA
- The DealFlow Power 20
- The Legal 500 US Leading Lawyer
- New York Super Lawyers
- New York Super Lawyers New York Metro Top 100
- Super Lawyers Business Edition

Prior Experience

Davis Polk & Wardwell