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**Adriana
Schwartz**
Partner

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**Advises in the securities law, regulatory and compliance and
shareholder activism areas.**

Adriana counsels clients on a broad range of issues, including in the regulatory areas of Sections 13 and 16, Rule 144, insider trading, Regulation SHO order marking and Regulation M/Rule 105.

She also represents clients in private investments in public and private companies, including private investments in public equity (PIPEs), registered direct offerings, convertible 144A offerings, special-purpose acquisition companies (SPACs) and Regulation S offerings.

Practices

DERIVATIVES AND TRADING AGREEMENTS

PIPES

REGULATORY AND COMPLIANCE

SHAREHOLDER ACTIVISM

Bar Admissions

New York

Education

Brooklyn Law School, J.D.

- *cum laude*
- *Brooklyn Journal of International Law*

University of Rochester, B.A.

- *cum laude*

Publications

- “Final Rules on SPAC IPOs and De-SPACs,” *Harvard Law School Forum on Corporate Governance*, March 2024
- “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
- “SEC Adopts Short Reporting Rule for Institutional Investment Managers With Global Scope,” *Schulte Alert*, Nov. 7, 2023
- “Final SEC Rules Amending Schedule 13G and 13D Beneficial Ownership Reporting,” *Schulte Alert*, Oct. 13, 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
- “SEC Adopts New Reporting Requirements for Form 13F Filers to Disclose “Say-On-Pay” Votes and Enhances Voting Disclosures Required by Registered Funds” *Schulte Alert*, Nov. 10, 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
- “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

- “SEC Proposes Comprehensive Changes to Beneficial Ownership Rules (Part Two of Two),” *Hedge Fund Law Report*, April 28, 2022 (quoted)
- “SEC Proposes Comprehensive Changes to Beneficial Ownership Rules (Part One of Two),” *Hedge Fund Law Report*, April 21, 2022 (quoted)
- “Proposed Rule Changes to SEC Beneficial Ownership Reporting,” *Schulte Alert*, Feb. 11, 2022; republished in the *Harvard Law School Forum on Corporate Governance*, March 10, 2022
- “SEC Staff Guidance Paves Way for More ESG Proposals,” *Schulte Alert*, February 2022; republished in *Bloomberg Law*, February 2022
- “SEC’s Proxy Voting Proposal Could Shake Up Private Funds,” *Law360*, Nov. 30, 2021
- “13(d) Reporting Windows to Be Revisited,” *Schulte Alert*, July 19, 2021
- “Investing in a SPAC Requires Understanding of Liquidity, Regulatory Issues,” *Bloomberg Law*, Oct. 26, 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
- “PIPEs Update: Nasdaq Provides Temporary Relief from Certain Shareholder Approval Requirements for PIPEs (COVID-19),” *Schulte Alert*, May 11, 2020
- “PIPEs and Registered Directs: COVID-19 and Alternative Financing Transactions,” *Schulte Alert*, April 7, 2020
- “Schedule 13G: Coronavirus Update for Private Fund Managers – SEC Extends Limited Filing Relief for Schedule 13G Filers,” *Schulte Alert*, March 25, 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
- “Delaware Court Upholds Record Holder Requirement in Advance Notice Bylaw Provisions,” *Schulte Alert*, Sept. 9, 2019 (co-author)
- *Private Equity Funds: Formation and Operation* (Practising Law Institute), 2018-2019 (contributor)
- *Hedge Funds: Formation, Operation and Regulation* (ALM Law Journal Press), 2018 (contributor)
- “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)
- “Section 13 and Section 16 Enforcement Actions – A Guide for Staying in Compliance,” *Bloomberg BNA – Securities Regulation & Law Report*, June 5, 2017 (co-author)
- “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
- “Private Investments in Public Equity (PIPEs),” *Insider Trading Law and Compliance Answer Book* (Practising Law Institute), 2011-2016 (contributor)
- “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)

- “SEC Issues Proposing Release to Readopt Beneficial Ownership Rules as They Relate to Security-Based Swaps,” *Schulte Alert*, March 25, 2011 (co-author)
 - “SEC Staff Clarifies Interpretation Related to Filing Deadline for Schedules 13D and 13G,” *Schulte Alert*, Nov. 19, 2009 (co-author)
 - “Analysis of New SEC Interpretations of Exchange Act Sections 13(d) and 13(g),” *Schulte Alert*, Oct. 8, 2009 (co-author)
 - “Swaps and Section 16: Reporting and Liability Issues,” *Schulte Activist Investing Developments*, Winter 2009 (co-author)
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Speaking Engagements

- “Compliance Hot Button Issues,” 33rd Annual Schulte Private Capital Forum, January 2024
 - “The SEC’s New Short Sale Reporting Rule,” AIMA Webinar, January 2024
 - “Activism,” Schulte Private Capital Conversations, July 2023
 - “Activist Regulatory Update” and Moderator, “State of Activism Part I,” Schulte 13th Annual Shareholder Activism Conference, May 2023
 - Moderator, “The Power of Engagement: Creating Alpha for Your Clients,” MFA ESG 2022, April 2022
 - “ESG,” Schulte 31st Annual Private Investment Funds Seminar, January 2022
 - “Common Brokerage and Trading Issues,” Schulte 29th Annual Private Investment Funds Seminar, New York, January 2020
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Memberships

- American Bar Association
- New York City Bar Association

Distinctions

- *New York Super Lawyers* – Rising Star, 2016
- *The Deal* – Top Women in Dealmaking, 2023