

COMPILATION OF ARTICLES ORGANIZED BY TOPIC<sup>1</sup>  
March 2024

Issue/Topic	Article Title	<i>Sidley Perspectives</i> Section	<i>Sidley Perspectives</i> Issue
Activism	<a href="#">The Evolving Response to Shareholder Activism</a>	Analysis	August 2015
	<a href="#">Delaware Court of Chancery Thwarts Incumbent Directors' Plan to Reduce Board Size to Avoid a Proxy Contest</a>	Judicial Developments	June 2016
	<a href="#">SEC Approves NASDAQ Rule Requiring Disclosure of "Golden Leash" Arrangements</a>	SEC and Regulatory Developments	August 2016
	<a href="#">Shareholder Activism: The Potential Impact of Mandatory Use of Universal Proxy Cards</a>	Analysis	December 2016
	<a href="#">Debunking the Debunker: A Reaction to Chuck Nathan's "7 Myths" About Activists</a>	Analysis	December 2016
	<a href="#">Buying Out Activists: A New Twist on an Old Practice</a>	Analysis	February 2018
	<a href="#">Delaware Court of Chancery Specifically Enforces Oral Proxy Contest Settlement Agreement</a>	Judicial Developments	February 2018
	<a href="#">Ruling Confirms that Boards May Reject Deficient Director Nominating Notices</a>	Judicial Developments	Spring 2018
	<a href="#">New York Appeals Court Reverses Injunction of Xerox-Fujifilm Transaction</a>	Judicial Developments	Fall 2018
	<a href="#">Activist Investor Aided and Abetted a Target Board's Fiduciary Duty Breaches</a>	Judicial Developments	Fall 2018
	<a href="#">Help! I Settled with an Activist!</a> (Sidley Update)	Sidley Resources	Spring 2019
	<a href="#">Delaware Chancery Court Finds Board "Went Too Far" When Requesting Information From Dissident Director Nominees</a>	Judicial Developments	Summer 2019

<sup>1</sup> *Sidley Perspectives on M&A and Corporate Governance* commenced publication in August 2015. It is published quarterly. Links to previous issues are available [here](#). This document is a compilation of Sidley-authored articles that have been published (or referenced) in *Sidley Perspectives* to date. It is organized by substantive topic for ease of reference.

	<a href="#">Delaware Chancery Court Rejects Argument That a Proxy Contest is a “Proper Purpose” for a Books and Records Request</a>	Judicial Developments	December 2019
	<a href="#">Hostile Takeovers and Shareholder Activism in a COVID-19 World: Past, Present and Future</a>	Analysis	September 2020
	<a href="#">The Comeback of Hostile Takeovers</a> ( <i>Ethical Boardroom</i> )	Sidley Resources	December 2020
	<a href="#">Back To The Future: New Lines Drawn For Poison Pills</a>	Analysis	March 2021
	<a href="#">Shareholder Activism, Hostile M&amp;A, and Related Issues for the 2021 Proxy Season</a> (Sidley Podcast)	Sidley Resources	March 2021
	<a href="#">SEC Reopens Comment Period for Universal Proxy; Sidley Submits Comment Letter Recommending Limitations on “Proxy Access on Steroids”</a>	SEC Developments	June 2021
	<a href="#">Shareholder Activism and ESG: What Comes Next, and How to Prepare</a>	Sidley Resources	June 2021
	<a href="#">A Wake-Up Call Not Only for Big Oil: The Intersection of Economic Activism and ESG</a>	Sidley Resources	September 2021
	<a href="#">SEC Dramatically Changes the Rules for Proxy Contests, Adopts Universal Proxy</a>	Analysis	December 2021
	<a href="#">SEC Universal Proxy Rules Amplify Proxy Contest Threats for Companies</a>	Analysis	September 2022
	<a href="#">ISS Provides Guidance on the Universal Proxy Card, Puts “Weakest” Directors on Notice</a> (Sidley Update)	Sidley Resources	September 2022
	<a href="#">Universal Proxy Card Resource Center</a>	Sidley Resources	September 2022
	<a href="#">Update on the First Proxy Campaign Season With Universal Proxy Cards</a>	Analysis	June 2023
	<a href="#">The Board as Activist</a>	Analysis	September 2022
	<a href="#">How To Deal With Shareholder Activists: An Open Letter to Corporate CEOs and Founders</a>	Sidley Resources	September 2023
	<a href="#">Lessons for Directors From the First Universal Proxy Card Campaigns</a>	Analysis	March 2024
	<a href="#">Voting Commitments Matter and Will Be Enforced: Delaware Supreme Court Affirms Chancery Decision Holding Activist Stockholders to Their Bargain</a>	Judicial Developments	March 2024
Advance Notice Bylaws	<a href="#">Disclosure of Actual (Not Approximate) Annual Meeting Date Required to Trigger Notice Period under Certain Advance Notice Bylaws</a>	Judicial Developments	August 2015
	<a href="#">Delaware Supreme Court Upholds “Clear and Unambiguous” Deadline in an Advance Notice Bylaw</a>	Judicial Developments	March 2020
	<a href="#">Delaware Court of Chancery Enforces Advance Notice Bylaw Where Stockholders Failed to Supply Required Information</a>	Judicial Developments	December 2021

	<a href="#">Court to Activists (Again): Follow the Rules or Suffer the Consequences</a>	Judicial Developments	March 2022
	<a href="#">Considerations When Adopting or Amending Advance Notice Bylaws</a>	Corporate Governance Developments	December 2022
	<a href="#">Portions of Cloudy Day Advance Notice Bylaw Amendments Called Into Question</a>	Analysis	March 2024
Annual Meetings	<a href="#">Nasdaq Files Proposed Rule Change to Give Companies Time to Regain Compliance Before Delisting for Failure to Hold an Annual Meeting</a>	SEC and Regulatory Developments	February 2016
	<a href="#">Virtual-Only Annual Meetings Gain Traction but Face Some Investor Backlash</a>	Corporate Governance Developments	June 2017
	<a href="#">Influential Working Group Releases Practical Guidance for Hosting Virtual Shareholder Meetings</a>	Corporate Governance Developments	December 2020
	<a href="#">Glass Lewis Outlines Expectations for Companies Holding Virtual-Only Annual Shareholder Meetings</a>	Corporate Governance Developments	March 2021
Anti-Reliance Clauses; Fraud Exception	<a href="#">Importance of Precise Wording in M&amp;A Anti-Reliance Clauses</a>	Judicial Developments	April 2016
	<a href="#">Seller Defeats Fraud Claim with Anti-Reliance Clause</a>	M&A Developments	February 2017
	<a href="#">Post-Closing Liability Risks for Private Equity Firms (Law360)</a>	Sidley Resources	June 2017
Appraisal (Delaware)	<a href="#">Delaware Appraisal Arbitrage: Two New “Pushbacks”?</a>	Analysis	June 2016
	<a href="#">Shifting Winds in Delaware Appraisal Proceedings</a>	Analysis	August 2016
	<a href="#">Delaware Uses DCF Analysis in Appraisal for Private Company Merger</a>	Judicial Developments	October 2016
	<a href="#">DFC Global and Appraisal of a Fully-Shopped Company Above the Merger Price: The Evolving Framework for Assessing Merger Price in the Search for Fair Value (ABA Deal Points)</a>	Sidley Resources	October 2016
	<a href="#">Delaware Appraisal Developments – Lessons Old and New</a>	Analysis	December 2016
	<a href="#">Delaware Court of Chancery Provides Appraisal Proceedings Primer</a>	Judicial Developments	February 2017
	<a href="#">Two Delaware Appraisal Rulings Peg Fair Value at or Below Merger Price</a>	Judicial Developments	June 2017
	<a href="#">Delaware Court of Chancery Appraises Company at 57% Below Merger Price</a>	Judicial Developments	August 2017
	<a href="#">Delaware Supreme Court Reverses DFC Global Appraisal Decision, Finding That Merger Price Deserved Greater Weight in Determining Fair Value</a>	Judicial Developments	August 2017

	<a href="#">The Legislative Origins of Today's Appraisal Debate (Delaware Lawyer)</a>	Sidley Resources	October 2017
	<a href="#">Observations on Delaware Appraisal in a Post-Dell World</a>	Analysis	February 2018
	<a href="#">Update on Delaware Appraisal</a>	Judicial Developments	Spring 2018
	<a href="#">Recent Delaware Appraisal Cases Highlight the Importance of a Robust Sale Process</a>	Judicial Developments	Summer 2018
	<a href="#">Parent Company Stockholders in Reverse Triangular Merger Not Entitled to Appraisal Rights</a>	Judicial Developments	Summer 2018
	<a href="#">Delaware Appraisal Developments</a>	Judicial Developments	Fall 2018
	<a href="#">Delaware Supreme Court Reverses Aruba Appraisal Decision and Pegs Fair Value at Deal Price Less Synergies</a>	Judicial Developments	Spring 2019
	<a href="#">Corporations Do Not Have a Right to Recover Excess Prepayments Under the Delaware Appraisal Statute</a>	Judicial Developments	March 2020
	<a href="#">Delaware Supreme Court Reaffirms Import of Deal Value In Resolving Appraisal Petitions</a>	Judicial Developments	December 2020
	<a href="#">Under Delaware Law, Appraisal Actions Do Not Constitute "Securities Claims" Covered By D&amp;O Policy</a>	Judicial Developments	December 2020
	<a href="#">Delaware Supreme Court Confirms Appraisal Rights May Be Waived Contractually — Query What Else May Be</a>	Judicial Developments	December 2021
	<a href="#">Delaware Court Reserves Dismissal of Post-Merger Claim That Directors Breached Fiduciary Duties in Order to Dissuade Stockholders From Exercising Appraisal Rights</a>	Judicial Developments	September 2022
Artificial Intelligence (AI)	<a href="#">AI and the Role of the Board of Directors</a>	Analysis	September 2023
	<a href="#">Artificial Intelligence: Key Business and Legal Issues to Consider</a>	Sidley Resources	September 2023
	<a href="#">President Biden Signs Sweeping Artificial Intelligence Executive Order (Sidley Update)</a>	Sidley Resources	December 2023
Audit Committees / PCAOB	<a href="#">SEC and PCAOB Renewed Focus on Audit Committees and Audit Committee Member Conduct</a>	Analysis	August 2015
	<a href="#">The New Auditor's Report: How to Respond</a>	Analysis	December 2017
	<a href="#">PCAOB Staff Issues New CAM Implementation Guidance</a>	Regulatory Developments	Spring 2019
	<a href="#">SEC Leaders Remind Audit Committees of Their Oversight Responsibilities</a>	Corporate Governance Developments	March 2020
	<a href="#">Eight Steps for Audit Committees to Navigate the Pandemic</a>	Analysis	June 2020
	<a href="#">PCAOB Closes Comment Period on Proposal to Expand Auditor Responsibility for Considering Noncompliance With Laws and Regulations (Sidley Update)</a>	Sidley Resources	September 2023

Banking and Financial Services	<a href="#">Federal Banking Regulators Announce Full Deposit Insurance Coverage of Silicon Valley Bank and Signature Bank Deposits; New Federal Reserve Bank Lending Program</a> (Sidley Update)	Sidley Resources	March 2023
Bankruptcy-Related	<a href="#">Delaware Superior Court Finds a Bankruptcy Trustee’s Fiduciary Duty Claim a Covered “Securities Claim” Under D&amp;O Insurance Policy</a>	Judicial Developments	June 2017
Beneficial Ownership Rules (Rule 13D)	<a href="#">Senate Bill Seeks to Amend Beneficial Ownership Reporting Rules to Rein in Activist Hedge Funds</a>	Corporate Governance Developments	April 2016
	<a href="#">FinCEN Proposed Rule Will Require Many Domestic and Foreign Entities to Report Beneficial Ownership Information to the U.S. Government</a>	Sidley Resources	December 2021
	<a href="#">SEC Proposes to Shorten Beneficial Ownership Reporting Deadlines, Expand Scope—How Will It Affect You?</a> (Sidley Update)	Sidley Resources	March 2022
	<a href="#">SEC Adopts Amendments to Rules Governing Beneficial Ownership Reporting, Accelerating the Deadlines for Schedule 13D and 13G Filings</a>	SEC Developments	December 2023
Board Diversity	<a href="#">SEC Under Increasing Pressure to Require Disclosure of Board Diversity</a>	SEC and Regulatory Developments	April 2016
	<a href="#">Vanguard Is Taking a More Aggressive Stance on Climate Risk Disclosure and Board Gender Diversity</a>	Corporate Governance Developments	October 2017
	<a href="#">NYC Comptroller Launches “Boardroom Accountability Project 2.0” Focused on Board Composition and Refreshment</a>	Corporate Governance Developments	October 2017
	<a href="#">Institutional Investors Continue to Increase Expectations Regarding Board Gender Diversity</a>	Corporate Governance Developments	Spring 2018
	<a href="#">California-Based Corporations Must Have Female Directors by the End of 2019</a>	Corporate Governance Developments	Fall 2018
	<a href="#">Board Composition, Diversity, and Refreshment</a> ( <i>Practical Law</i> )	Sidley Resources	Fall 2018
	<a href="#">Pressure to Enhance Board Diversity Disclosure Continues to Increase</a>	Corporate Governance Developments	Winter 2019
	<a href="#">Illinois-Headquartered Publicly Listed Corporations Must Report on Board Diversity By 2021</a> (Sidley Update)	Sidley Resources	Summer 2019
	<a href="#">NYC Comptroller Continues Diversity Efforts With Boardroom Accountability Project 3.0</a>	Corporate Governance Developments	December 2019
	<a href="#">New York State Will Require Corporations to Report on Board Gender Diversity</a>	Corporate Governance Developments	March 2020

	<a href="#">Novel Board and CEO Diversity Search Polices Emerge in Response to New York City Comptroller Initiative</a>	Corporate Governance Developments	June 2020
	<a href="#">California-Based Corporations Must Have Directors From Underrepresented Communities by End of 2021</a>	Legislative Developments	September 2020
	<a href="#">Steps for Corporate Boards Serious About Improving Diversity in the Boardroom</a>	Analysis	December 2020
	<a href="#">Nasdaq Aims to Increase Board Diversity Through New Proposed Listing Requirements</a>	Corporate Governance Developments	December 2020
	<a href="#">Coalition Led by State Treasurers Urges Russell 3000 Companies to Disclose Board Diversity Data in 2021 Proxy Statements</a>	Corporate Governance Developments	December 2020
	<a href="#">Nasdaq Substantially Amends Its Board Diversity Proposal in Response to Public Comments</a>	Corporate Governance Developments	March 2021
	<a href="#">Ninth Circuit Reversal Revives a Constitutional Challenge to California’s Board Gender Diversity Law</a>	Corporate Governance Developments	June 2021
	<a href="#">SEC Approves New Nasdaq Board Diversity Listing Rules</a>	Corporate Governance Developments	September 2021
	<a href="#">Institutional Investors Continue to Increase Their Expectations Regarding Board Diversity</a>	Corporate Governance Developments	March 2022
	<a href="#">Two California Laws Mandating Board Diversity Are Struck Down as Unconstitutional</a>	Corporate Governance Developments	June 2022
Board Matters – General	<a href="#">Lone-Insider Boards: Too Much of a Good Thing?</a>	Corporate Governance Developments	August 2017
	<a href="#">Federal Reserve Proposes Supervisory Guidance Intended to Refocus Financial Institution Boards of Directors on Core Responsibilities</a>	SEC and Regulatory Developments	August 2017
	<a href="#">Ten Questions to Ask Before Joining a Public Company Board of Directors</a>	Analysis	March 2022
	<a href="#">Delaware Chancery Court’s Chilly Response to <i>Activision Blizzard</i> Casts Doubt on Common M&amp;A Practices</a>	Judicial Developments	March 2024
Board Minutes	<a href="#">Mitigating the Risks of Stockholder Litigation in M&amp;A Transactions</a> <i>(NYSE: Corporate Board Member Online)</i>	Sidley Resources	October 2015
	<a href="#">Drafting Board of Directors Meeting Minutes: A Litigator’s Perspective</a>	Analysis	October 2017
	<a href="#">Sharing Board Meeting Minutes With Independent Auditors: A Litigator’s Perspective</a>	Analysis	December 2020
	<a href="#">“An Ounce of Prevention Is Worth a Pound of Cure”: Effective Practices for Board Minutes and Related Board Materials</a>	Analysis	March 2021

	<a href="#">Best Practices for Minute-Taking: Three Lessons from Recent Caremark Decisions</a>	Sidley Resources	March 2022
Books and Records Demands (DGCL § 220)	<a href="#">DGCL Section 220: A Welcome Return to Fundamental Principles</a>	Analysis	April 2016
	<a href="#">Delaware Court of Chancery Rejects Books and Records Demand for Documentation Regarding Repatriation Tax</a>	Judicial Developments	October 2016
	<a href="#">Books and Records Request Denied Based on Garner Fiduciary Exception</a>	Judicial Developments	October 2017
	<a href="#">Delaware Court of Chancery Rejects Books and Records Demand Suit by Squeezed-Out Stockholder</a>	Judicial Developments	April 2017
	<a href="#">Delaware Court of Chancery Further Clarifies What Constitutes a “Proper Purpose” for Demands to Inspect Corporate Records</a>	Judicial Developments	June 2017
	<a href="#">Companies Allowed to Include Incorporation by Reference Condition on DGCL Section 220 Document Productions</a>	Judicial Developments	December 2017
	<a href="#">Delaware Court of Chancery Denies DGCL Section 220 Demand when Stockholder Failed to Prove a Current Need for the Requested Information</a>	Judicial Developments	December 2017
	<a href="#">Plaintiff’s Lawyer-Driven DGCL Section 220 Demand Rejected</a>	Judicial Developments	December 2017
	<a href="#">Delaware Decisions Offer New Guidance on Discoverability of E-Mails and Text Messages in Response to Books and Records Demands</a>	Judicial Developments	Winter 2019
	<a href="#">Stockholders Are Not Required to Describe How They Plan to Use Corporate Books and Records Requested Under DGCL Section 220</a>	Judicial Developments	March 2020
	<a href="#">Durham v. Grapetree, LLC: A Helpful Affirmation of the Limits on the Scope of Section 220 Inspections in the Context of Email and Text Communications</a>	Judicial Developments	March 2021
	<a href="#">A Delaware Section 220 Checklist: Seven Cases Every Practitioner Should Know</a>	Sidley Resources	March 2022
	<a href="#">A Recent Reminder for Outside Directors: Your Emails May Be Fair Game</a>	Judicial Developments	June 2022
	<a href="#">The Culture Wars Come For DGCL Section 220</a>	Judicial Developments	September 2023
	<a href="#">Two Cautionary Tales: Fee Shifting Imposed for Litigating Books-and-Records Inspection Demands</a>	Judicial Developments	December 2023
Carveouts	<a href="#">Getting Your Carveout Sale Done in 2019</a>	Analysis	Spring 2019
CFIUS / Foreign Investment	<a href="#">CFIUS and Tsinghua’s Bid for Micron</a>	Analysis	December 2015
	<a href="#">A Practical Approach to Due Diligence in China</a>	Analysis	April 2016
	<a href="#">Presidential Order Blocks Cross-Border M&amp;A Deal Over National Security Concerns</a>	M&A Developments	February 2017

	<a href="#">President Trump Follows CFIUS Recommendation and Blocks Cross-Border M&amp;A Deal Over National Security Concerns</a>	SEC and Regulatory Developments	October 2017
	<a href="#">CFIUS Reform Legislation Introduced</a>	Regulatory Developments	December 2017
	<a href="#">New Rules Proposed to Scrutinize Foreign Direct Investment in Europe</a>	Analysis	Spring 2018
	<a href="#">President Trump Seeks Expanded Authority to Block Foreign Investment That May Compromise U.S. National Security</a>	Regulatory Developments	Spring 2018
	<a href="#">President Trump Signs New CFIUS Reform Bill into Law</a>	Legislative Developments	Summer 2018
	<a href="#">FIRRMA Pilot Program Requires National Security Filings for Some Investments in U.S. Businesses Involving Critical Technologies</a>	Regulatory Developments	Fall 2018
	<a href="#">U.S. Launches Review of Export Controls on Emerging Technologies</a>	Regulatory Developments	Fall 2018
	<a href="#">CFIUS Imposes Record \$1 Million Penalty for Repeated Breaches of a Mitigation Agreement</a>	Regulatory Developments	Spring 2019
	<a href="#">Trump Executive Order May Significantly Disrupt Technology Supply Chains</a> (Sidley Update)	Sidley Resources	Spring 2019
	<a href="#">Treasury Releases New Proposed Regulations for Committee on Foreign Investment in the United States</a> (Sidley Update)	Sidley Resources	December 2019
	<a href="#">Treasury Releases New CFIUS Regulations</a>	Sidley Resources	March 2020
	<a href="#">Congress Advances Audit Legislation To Potentially Delist Foreign Companies from U.S. Securities Exchanges</a> (Sidley Update)	Sidley Resources	June 2020
	<a href="#">House Passes Bill to Delist Foreign Companies From U.S. Stock Exchanges</a>	Legislative Developments	December 2020
	<a href="#">Recent and Upcoming Investment Screening Reforms in the European Union</a>	Sidley Resources	September 2021
	<a href="#">Executive Order Directs CFIUS to Conduct Broad National Security Analysis When Evaluating Transactions</a>	Regulatory Developments	September 2022
	<a href="#">What Do the First-Ever CFIUS Enforcement and Penalty Guidelines Mean for Your Business?</a>	Analysis	December 2022
	<a href="#">"Springing Rights" Are Not Permissible When a CFIUS Filing is Mandatory</a>	M&A Developments	June 2023
	<a href="#">New Executive Order on Outbound Investment: What It Covers and What It Will Mean for Your Business</a> (Sidley Update)	Sidley Resources	September 2023
	<a href="#">Top 10 Takeaways From the U.S. Treasury CY 2022 CFIUS Annual Report</a>	Sidley Resources	September 2023
Common Interest Exception	<a href="#">New York Court of Appeals Is Unwilling to Expand the Scope of the Common Interest Exception in the M&amp;A Context</a>	Judicial Developments	August 2016



Compliance Programs / Corporate Wrongdoing	<a href="#">The DOJ's New Focus on Individual Accountability for Corporate Wrongdoing Has Widespread Implications</a>	SEC and Regulatory Developments	October 2015
	<a href="#">Board-Driven Internal Investigations</a> ( <i>Practical Law</i> )	Sidley Resources	June 2016
	<a href="#">Board Assessment of Compliance Programs</a> ( <i>Practical Law</i> )	Sidley Resources	April 2017
	<a href="#">Board Oversight of Corporate Compliance Programs: Recent DOJ Guidance and What to Do Now</a>	Analysis	June 2017
	<a href="#">New U.S. Department of Justice Policy on Coordination of Corporate Penalties</a> (Sidley Update)	Sidley Resources	Summer 2018
	<a href="#">Top DOJ Official Announces New FCPA Policy for M&amp;A Transactions</a> (Sidley Update)	Sidley Resources	Summer 2018
	<a href="#">DOJ Announces Important Changes to Yates Memo</a> (Sidley Update)	Sidley Resources	Fall 2018
	<a href="#">DOJ Publishes New Guidance on Evaluating Corporate Compliance Programs</a>	Regulatory Developments	Spring 2019
	<a href="#">DOJ Updates Guidance on Evaluating Corporate Compliance Programs</a> (Sidley Update)	Sidley Resources	June 2020
	<a href="#">Recent DOJ Criminal and Cyber Fraud Development — Preparing for the Signaled Step-Up in Enforcement</a>	Analysis	December 2021
	<a href="#">Should Highly Regulated Public Companies Have Board-Level Compliance Committees?</a>	Sidley Resources	March 2022
	<a href="#">DOJ Leadership Highlights Focus on Individual Culpability and Victims' Restitution in White-Collar Prosecutions</a> (Sidley Update)	Sidley Resources	March 2022
	<a href="#">With Successful Prosecution of CEO, DOJ Raises the Stakes for Corporate Executives</a> (Sidley Update)	Sidley Resources	March 2022
	<a href="#">U.S. DOJ's Compliance Certifications Put Chief Compliance Officers in Criminal Crosshairs</a> (Sidley Update)	Sidley Resources	June 2022
	<a href="#">New DOJ Compliance Chief Signals Increased Compliance Program Scrutiny</a> (Sidley Update)	Sidley Resources	September 2022
	<a href="#">Making Sense of DOJ's New Monaco Memo on Corporate Enforcement</a>	Regulatory Developments	September 2022
	<a href="#">U.S. DOJ Unveils New Components of Effective Corporate Compliance Programs</a> (Sidley Update)	Sidley Resources	March 2023
	<a href="#">U.S. DOJ Issues New Policy on Voluntary Self-Disclosure and Environmental Crimes</a>	Sidley Resources	March 2023
	<a href="#">Where Caremark Meets Park: A New Era of Regulatory Compliance and Criminal Liability</a>	Sidley Resources	March 2023
	<a href="#">Implications of the U.S. DOJ's Corporate Voluntary Self-Disclosure Policy</a>	Sidley Resources	March 2023

	<a href="#">Invigorating the Corporate Criminal Enforcement Program: U.S. Department of Justice Seeks to Entice Companies to Self-Report</a> (Sidley Update)	Sidley Resources	March 2023
	<a href="#">Key Takeaways from DOJ’s New “Mergers &amp; Acquisitions Safe Harbor” Policy for Companies that Self-Report Misconduct</a> (Sidley Update)	Sidley Resources	December 2023
	<a href="#">U.S. Department of Justice Signals Tougher Enforcement Against Artificial Intelligence Crimes</a>	Sidley Resources	March 2024
	<a href="#">U.S. Attorney for SDNY Announces Groundbreaking Program Modifying Traditional Approach for Cooperating on Corporate Crime</a>	Sidley Resources	March 2024
	<a href="#">U.S. Congress Ushers in a New Era of Anti-Corruption Enforcement</a>	Sidley Resources	March 2024
Conflict Minerals	<a href="#">D.C. Circuit Reaffirms Decision that Conflict Minerals Disclosure Requirement Violates First Amendment</a>	Judicial Developments	October 2015
	<a href="#">SEC Proposes Dodd-Frank Rule for Reporting of Payments by Resource Extraction Issuers to Governments</a>	SEC and Regulatory Developments	February 2016
	<a href="#">SEC Staff Grants Additional Relief from Conflict Minerals Requirements</a>	SEC and Regulatory Developments	April 2017
Controlling Stockholders; MFW	<a href="#">Controlled Corporations Must Still Follow Corporate Formalities</a>	Judicial Developments	December 2015
	<a href="#">“Controlling Stockholder” Designation is Contextual</a>	Judicial Developments	April 2016
	<a href="#">New York’s Highest Court Provides a Roadmap for Controller Transactions</a>	Judicial Developments	June 2016
	<a href="#">New York’s Highest Court Holds Business Judgment Rule Applicable to Controller Transaction</a> (Sidley Update)	Judicial Developments	June 2016
	<a href="#">New York and Delaware Agree: Directing Should Be Left to Directors</a> ( <i>New York Law Journal</i> )	Sidley Resources	August 2016
	<a href="#">Delaware Court of Chancery Applies Business Judgment Review to Going-Private, Squeeze-Out Merger Based on M&amp;F Worldwide</a>	Judicial Developments	December 2016
	<a href="#">Delaware Extends MFW Framework in Controller Transactions</a>	Judicial Developments	October 2017
	<a href="#">Delaware Expands MFW Framework to Recapitalization with a Controlling Stockholder</a>	Judicial Developments	February 2018
	<a href="#">“Controlling Stockholder” Designation is Contextual—and Assumes Greater Importance with the Potential for Corwin Cleansing</a>	Judicial Developments	Spring 2018
	<a href="#">Delaware Court of Chancery Clarifies MFW Requirement for Conditions to Be in Place “Ab Initio”</a> (Part I)	Judicial Developments	Summer 2018

	<a href="#">Delaware Supreme Court Clarifies MFW Requirement for Conditions to Be in Place “Ab Initio” (Part II)</a>	Judicial Developments	Fall 2018
	<a href="#">Delaware Supreme Court Further Clarifies MFW Requirement for Conditions to Be in Place “Ab Initio”</a>	Judicial Developments	Spring 2019
	<a href="#">Del. Courts Must Grapple With Efforts to Impose Fiduciary Duties on Investors Exercising Contractual Rights</a>	Sidley Resources	Winter 2019
	<a href="#">Absent Compliance with MFW, Entire Fairness Review Applies to a Board’s Decision About Executive Compensation Benefiting a Conflicted Controlling Stockholder</a>	Judicial Developments	December 2019
	<a href="#">Special Committee Must Be Formed “Ab Initio” to Cleanse a Transaction With a Majority-Conflicted Board</a>	Judicial Developments	June 2020
	<a href="#">Entire Fairness Standard Applied When Controlling Stockholder Negotiated Economic Terms With a Minority Stockholder Before MFW Protections Were in Place</a>	Judicial Developments	September 2020
	<a href="#">Delaware Court of Chancery Will Evaluate Third-Party Sales of Controlled Companies Under the Enhanced Scrutiny Standard of Review</a>	Judicial Developments	March 2021
	<a href="#">Delaware Court of Chancery Allows Breach of Fiduciary Duty Claims Stemming From CBS-Viacom Merger to Proceed</a>	Judicial Developments	March 2021
	<a href="#">No Shortcuts Allowed: Delaware Court of Chancery Rejects Attempt to Circumvent MFW’s Two-Step Mandate</a>	Judicial Developments	September 2021
	<a href="#">Controller’s Reliance on a “Sham” Opinion of Counsel to Effect a Take-Private Leads to \$700M Damages Award</a>	Judicial Developments	December 2021
	<a href="#">Key Learnings Regarding the Protectiveness of the MFW Process for Controlling Stockholder Transactions</a>	Judicial Developments	September 2022
	<a href="#">Procedure Prevails When Applying MFW Framework to Interested Merger</a>	Judicial Developments	March 2023
	<a href="#">Entire Fairness Does Not Require Perfection</a>	Judicial Developments	September 2023
Corporate Governance	<a href="#">Board Priorities in the Face of Expanding Expectations</a>	Analysis	December 2015
	<a href="#">Planning for Leadership Succession and Unexpected CEO Transitions (Practical Law)</a>	Sidley Resources	April 2016
	<a href="#">Where to Draw the Line Between the Roles of Management and the Board</a>	Analysis	April 2017
	<a href="#">U.S. Chapter of Getting the Deal Through – Corporate Governance 2017</a>	Sidley Resources	August 2017
	<a href="#">Governing Through Disruption: Board Priorities for 2018</a>	Analysis	December 2017
	<a href="#">The Board’s Role in Preventing and Addressing Sexual Harassment</a>	Analysis	Spring 2018
	<a href="#">Corporate Stock Buybacks Are Facing Greater Scrutiny</a>	Corporate Governance Developments	Summer 2018

<a href="#">Corporate Governance Leaders Push to End Quarterly EPS Guidance</a>	Corporate Governance Developments	Summer 2018
<a href="#">U.S. Chapter of Getting the Deal Through – Corporate Governance 2018</a>	Sidley Resources	Summer 2018
<a href="#">Initiative Targets “Anti-competitive” Employment Agreement Terms</a>	Corporate Governance Developments	Fall 2018
<a href="#">BlackRock and State Street Focus on Corporate Purpose and Culture for 2019 Engagements</a>	Corporate Governance Developments	Winter 2019
<a href="#">Everything Old Is New Again: Reconsidering the Social Purpose of the Corporation</a> ( <i>Ethical Boardroom</i> )	Sidley Resources	Winter 2019
<a href="#">Looking Ahead: Key Trends in Corporate Governance</a> ( <i>Practical Law</i> )	Sidley Resources	Winter 2019
<a href="#">Considerations in Selecting Special Committee Members</a> ( <i>Texas Lawyer</i> )	Sidley Resources	Winter 2019
<a href="#">Vanguard Adopts a Rigorous New Policy to Vote Against Overboarded Directors</a>	Corporate Governance Developments	Spring 2019
<a href="#">Board Evaluation Processes and Related Disclosures</a> ( <i>Practical Law</i> )	Sidley Resources	Spring 2019
<a href="#">The Business Roundtable Statement on the Purpose of the Corporation: A Pragmatic Rejection of the “Tyranny of the ‘Or’”</a>	Analysis	Summer 2019
<a href="#">Board Oversight of Corporate Political Activity and CEO Activism</a> ( <i>Practical Law</i> )	Sidley Resources	Summer 2019
<a href="#">U.S. Chapter of Getting the Deal Through — Corporate Governance 2019</a>	Sidley Resources	Summer 2019
<a href="#">Retiring Delaware Chief Justice Strine Releases Ambitious Proposal to Reform the U.S. Corporate Governance System</a>	Corporate Governance Developments	December 2019
<a href="#">Warren Buffett’s Idea for Better Corporate Governance— Dueling Experts</a>	Analysis	March 2020
<a href="#">When CEOs Speak Up</a>	Analysis	March 2020
<a href="#">The Corporate Purpose Debate</a> ( <i>Practical Law</i> )	Sidley Resources	March 2020
<a href="#">Board Considerations for an Uncertain 2021</a> ( <i>Practical Law</i> )	Sidley Resources	December 2020
<a href="#">The Black Lives Matter Movement’s Implications for Shareholder Derivative Litigation</a> ( <i>The AmLaw Litigation Daily</i> )	Sidley Resources	December 2020
<a href="#">U.S. Chapter of Getting the Deal Through — Corporate Governance 2021</a>	Sidley Resources	June 2021
<a href="#">Business and Politics: When Should Companies Take a Public Position?</a>	Analysis	June 2021

	<a href="#">On All Fronts: Preparing for the Unexpected—Best Practices in Crisis and Risk Management</a>	Sidley Resources	December 2021
	<a href="#">Establishing Norms for Director Behavior to Enhance Board Culture and Effectiveness</a>	Analysis	September 2022
	<a href="#">NACD Report: The Future of the American Board: A Framework for Governing into the Future</a>	Sidley Resources	September 2022
	<a href="#">Best Practices for Auto Boards During Industry Revolution</a>	Sidley Resources	September 2022
	<a href="#">Speaking Out On What Matters</a>	Sidley Resources	September 2022
	<a href="#">Collaborative Crisis Management: Prepare, Execute, Recover, Repeat</a> (Tom Cole’s book with Paul Verbinnen)	Sidley Resources	September 2022
	<a href="#">Corporate Officers’ Role in Corporate Governance: What Officers Need to Know</a>	Analysis	June 2023
	<a href="#">Expect More Delaware Corporations to Propose Officer Exculpation Charter Amendments Next Proxy Season</a>	Corporate Governance Developments	June 2023
	<a href="#">Future-Proofing the Board of Directors</a>	Sidley Resources	June 2023
	<a href="#">U.S. Chapter of Getting the Deal Through — Corporate Governance 2023</a>	Sidley Resources	June 2023
	<a href="#">Caesar’s Wife: How a Single-Member Special Litigation Committee Can Avoid Reproach</a>	Judicial Developments	September 2023
	<a href="#">Nasdaq Updates Listing Standards Relating to Code of Conduct Waivers</a>	Corporate Governance Developments	September 2023
	<a href="#">Action Items for U.S. Public Companies to Consider for 2024</a>	Analysis	December 2023
	<a href="#">Three Key Roles of the Board of Directors</a>	Analysis	December 2023
	<a href="#">A Reminder of Board Primacy: Delaware Chancery Court Invalidates Stockholder Agreement Provisions Encroaching on Board-Level Decisions</a>	Judicial Developments	March 2024
<a href="#">Don’t Go It Alone? Or Do. Delaware Chancery Court Rules That a Single-Member Special Litigation Committee’s Recommendation Passes Muster</a>	Judicial Developments	March 2024	
Corporate Governance Principles	<a href="#">OECD Issues Revised Corporate Governance Principles</a>	Corporate Governance Developments	October 2015
	<a href="#">Heads of Leading Public Companies and Institutional Investors Issue “Commonsense” Corporate Governance Principles</a>	Corporate Governance Developments	August 2016
	<a href="#">The Commonsense Principles of Corporate Governance – A New Baseline for Best Practices</a>	Analysis	October 2016
	<a href="#">Leaders of Prominent Public Companies and Institutional Investors Update Commonsense Principles of Corporate Governance</a>	Corporate Governance Developments	Fall 2018

Corporate Opportunities Waiver	<a href="#">PE Firm Did Not Misappropriate Confidential Information of Portfolio Company by Investing in a Competitor</a>	Judicial Developments	Summer 2018
Corporate Transparency Act	<a href="#">Updates on U.S. Corporate Transparency Act Beneficial Ownership Reporting</a> (Sidley Update)	Sidley Resources	December 2023
	<a href="#">Key Things to Know About the New York LLC Transparency Act</a>	Sidley Resources	March 2024
	<a href="#">Updates on U.S. Corporate Transparency Act Beneficial Ownership Reporting</a>	Sidley Resources	March 2024
COVID-19 Developments	<a href="#">Ten Considerations for Boards of Directors During the COVID-19 Pandemic</a>	Sidley Resources	March 2020
	<a href="#">Diagnosing and Treating Coronavirus Risks in M&amp;A Transactions</a>	Sidley Resources	March 2020
	<a href="#">Annual Shareholder Meetings in the Time of COVID-19</a>	Sidley Resources	March 2020
	<a href="#">SEC Provides Conditional Filing Relief to Companies Affected by Coronavirus</a>	Sidley Resources	March 2020
	<a href="#">COVID-19 Vaccination Program Considerations for Employers and Boards</a>	Analysis	June 2021
	<a href="#">The Next Wave: Legal and Practical Considerations for Employers Regarding COVID-19 Vaccinations</a>	Sidley Resources	September 2021
Cybersecurity	<a href="#">Senate Bill Would Require Disclosure of Cyber-Expertise on Board</a>	Corporate Governance Developments	February 2016
	<a href="#">Minnesota District Court Dismisses Shareholder Derivative Litigation Against Target's Officers and Directors Following Cybersecurity Breach</a>	Judicial Developments	August 2016
	<a href="#">Delaware Law Protects Informed Directors Who Took Reasonable Steps to Address Data Security Deficiencies</a>	Judicial Developments	February 2017
	<a href="#">Cybersecurity: M&amp;A Due Diligence and Protecting Privilege</a>	Analysis	February 2017
	<a href="#">Hack Attack: Reducing the Risks of Stockholder Litigation Arising from Data Breaches</a> (Bloomberg BNA)	Sidley Resources	December 2017
	<a href="#">Updated Guidance on Cybersecurity Disclosures and Novel Enforcement Actions Highlight Cybersecurity as a Top SEC Priority</a>	Regulatory Developments	Spring 2018
	<a href="#">Board Oversight of Cybersecurity Risks</a>	Analysis	Summer 2018
	<a href="#">SEC Cautions Public Companies to Address Cyber Threats as Part of Internal Accounting Controls</a>	Regulatory Developments	Fall 2018
	<a href="#">Data Protection &amp; Cyber Security: Introduction</a> (Chambers Global Practice Guides)	Sidley Resources	Fall 2018
	<a href="#">Data Protection &amp; Cyber Security: UK Law &amp; Practice</a> (Chambers Global Practice Guides)	Sidley Resources	Fall 2018
	<a href="#">SEC Announces Settled Charges Against First American for Cybersecurity Disclosure Controls Failures – Lessons Learned</a>	Sidley Resources	June 2021

	<a href="#">SEC Continues to Target Cybersecurity Disclosures; New Rule Proposals Expected Soon</a>	SEC Developments	September 2021
	<a href="#">Privacy and Cybersecurity Risks in Transactions – Impacts From Artificial Intelligence and Machine Learning, Addressing Security Incidents and Other Diligence Considerations</a>	Analysis	March 2022
	<a href="#">SEC Proposes New Cybersecurity Risk Management and Governance Rules for Public Companies</a>	SEC Developments	March 2022
	<a href="#">Congress Passes Cyber Incident Reporting for Critical Infrastructure Act of 2022 (Sidley Update)</a>	Sidley Resources	March 2022
	<a href="#">U.S. Major Questions Doctrine Could Affect Privacy and Cybersecurity Rulemakings at the FTC and SEC (Sidley Update)</a>	Sidley Resources	September 2022
	<a href="#">"Cyclops Blink" Shows Why the SEC's Proposed Cybersecurity Disclosure Rule Could Undermine the Nation's Cybersecurity</a>	Sidley Resources	September 2022
	<a href="#">U.S. Securities and Exchange Commission Proposes Three Rules Related to Cybersecurity, Reopens Comment for One Rule (Sidley Update)</a>	Sidley Resources	June 2023
	<a href="#">SEC Adopts Final Cybersecurity Disclosure Rules for Public Companies</a>	SEC Developments	September 2023
	<a href="#">New Guidance on Requesting Delayed Reporting of Cybersecurity Incident Disclosures for National Security or Public Safety Reasons</a>	SEC Developments	December 2023
	<a href="#">SEC's Cybersecurity Disclosure Rules Are Here. Is Your Company Ready to Comply?</a>	Sidley Resources	December 2023
DGCL Amendments	<a href="#">DGCL Amendments Relating to Intermediate-Form Mergers and Appraisal Proceedings Take Effect</a>	Legislative Developments	August 2016
	<a href="#">2017 Amendments to DGCL Take Effect</a>	Legislative Developments	August 2017
	<a href="#">2018 Amendments to DGCL Take Effect</a>	Legislative Developments	Summer 2018
	<a href="#">2019 DGCL Amendments Take Effect Endorsing Electronic Signatures and Delivery</a>	Legislative Developments	Summer 2019
	<a href="#">2020 DGCL Amendments Address Emergency Powers, Dividend Payments and Mandatory Indemnification</a>	Legislative Developments	September 2020
	<a href="#">DGCL Amendment Allows Delaware Corporations to Amend Charters to Exculpate Officers From Personal Liability</a>	Legislative Developments	September 2022
	<a href="#">2023 DGCL Amendments Eliminate the Stockholder Approval Requirements for Certain Stock Splits and Streamline the Process for Ratifying Defective Corporate Acts</a>	Legislative Developments	September 2023
Dead Hand Proxy Puts	<a href="#">Plaintiffs' Lawyers Increasingly Target Dead Hand Proxy Puts in Credit Agreements</a>	Corporate Governance Developments	December 2015

Derivative Actions	<a href="#">Delaware Supreme Court Holds That a Merger Extinguished a Limited Partner's Standing to Pursue a Derivative Claim</a>	Judicial Developments	February 2017
	<a href="#">Directors Can Be Sued for Using a Merger to Extinguish Threatened Derivative Lawsuits</a>	Judicial Developments	October 2016
	<a href="#">Second Circuit Allows Derivative Suit to Continue After Merger by Substituting Company for Former Shareholder</a>	Judicial Developments	Fall 2018
Director Independence	<a href="#">Enhanced Protection for Independent Directors</a>	Judicial Developments	August 2015
	<a href="#">Delaware Supreme Court Reverses Court of Chancery on the Issue of Director Independence</a>	Judicial Developments	February 2017
	<a href="#">Independent Directors Acting in Good Faith Protected by Business Judgment Rule</a>	Judicial Developments	October 2017
	<a href="#">Board Leadership and the Role of the Independent Lead Director (Practical Law)</a>	Sidley Resources	Spring 2018
Director Advancement of Fees/Expenses	<a href="#">Delaware Court of Chancery Defers to Dispute Resolution Clause in Legal Fee Advancement Ruling</a>	Judicial Developments	April 2017
Director Compensation	<a href="#">Consider Asking Shareholders to Approve Meaningful Limits on Director Equity Compensation</a>	Judicial Developments	August 2015
	<a href="#">Delaware Court of Chancery Holds That Stockholder Approval of Equity Incentive Plan Ratifies Subsequent Awards</a>	Judicial Developments	June 2017
	<a href="#">Another Challenge to Excessive Director Compensation Survives Motion to Dismiss</a>	Judicial Developments	August 2017
	<a href="#">Discretionary Awards Made to Directors Under Equity Incentive Plan Subject to Entire Fairness Review</a>	Judicial Developments	February 2018
	<a href="#">Recent Settlements Reiterate Need to Review Non-Employee Director Compensation</a>	Judicial Developments	Summer 2018
Director Removal	<a href="#">Shareholder-Adopted Bylaw Authorizing Shareholders to Remove Officers Held Invalid under Delaware Law</a>	Judicial Developments	October 2015
	<a href="#">Regardless of Charter or Bylaw Provisions to the Contrary, Members of Declassified Boards Removable With or Without Cause if No Cumulative Voting</a>	Judicial Developments	February 2016
	<a href="#">Delaware Court of Chancery Invalidates Bylaw Requiring Supermajority Vote to Remove Directors</a>	Corporate Governance Developments	February 2017
	<a href="#">Delaware Corporations Should Ensure that Director Removal Provisions Comply with the DGCL</a>	Corporate Governance Developments	Spring 2018
Disclosure - General	<a href="#">NYSE Updates Listing Rules on Material News Policy and Trading Halts</a>	SEC and Regulatory Developments	October 2015



<a href="#">Updated SEC Guidance Will Require Many Public Companies to Revise Their Presentation of Non-GAAP Information</a> (Sidley Update)	Sidley Resources	June 2016
<a href="#">SEC Issues Concept Release on Business and Financial Disclosure Required by Regulation S-K</a> (Sidley Update)	Sidley Resources	June 2016
<a href="#">SEC Proposes Rule Amendments to Streamline its Disclosure Requirements</a>	SEC and Regulatory Developments	August 2016
<a href="#">Recent SEC Guidance on Non-GAAP Financial Measures May Impact Federal Securities Lawsuits</a> ( <i>Bloomberg BNA</i> )	Sidley Resources	October 2016
<a href="#">SEC Staff Issues FAST Act-Mandated Report on the Modernization and Simplification of Regulation S-K</a>	SEC and Regulatory Developments	February 2017
<a href="#">Conservative Approach is Best When Disclosing Relationships in Connection with Stockholder Votes</a>	Judicial Developments	August 2017
<a href="#">SEC Proposes Amendments to Modernize and Simplify its Disclosure Requirements</a>	Regulatory Developments	December 2017
<a href="#">Changes to NYSE Material News Policy and Dividend Notification Policy Take Effect</a>	M&A Developments	February 2018
<a href="#">Ninth Circuit Creates Circuit Split by Holding That Tender Offer Disclosure Challenges Require Only a Showing of Negligence, Not Scierter</a>	Judicial Developments	Spring 2018
<a href="#">SEC Rule Amendments to Streamline Disclosure Requirements Take Effect</a>	Regulatory Developments	Fall 2018
<a href="#">Corporate Communications After Elon Musk’s “Funding Secured” Tweet</a>	Corporate Governance Developments	Fall 2018
<a href="#">Supreme Court to Address Whether Scierter or Negligence is Applicable Legal Standard for Claims Involving Tender Offers</a>	Judicial Developments	Winter 2019
<a href="#">Company Charged with Violating “Equal or Greater Prominence” Non-GAAP Disclosure Requirement</a>	Regulatory Developments	Winter 2019
<a href="#">SEC Finalizes Rule Requiring Disclosure of Hedging Policies for Employees and Directors</a>	Regulatory Developments	Winter 2019
<a href="#">CII Publishes a New Guide to Board Evaluation Disclosure Best Practices</a>	Corporate Governance Developments	Winter 2019
<a href="#">U.S. Supreme Court Declines to Resolve Whether Scierter or Negligence is the Applicable Legal Standard for Claims Involving Tender Offers</a>	Judicial Developments	Spring 2019
<a href="#">Generic Statements Affirming the Importance of Regulatory Compliance Cannot Form the Basis of a Fraud Case</a>	Judicial Developments	Spring 2019
<a href="#">SEC Proposes Amendments to Financial Disclosure Rules Relating to Business Acquisitions and Dispositions</a>	Regulatory Developments	Spring 2019
<a href="#">SEC Adopts FAST Act Amendments to Modernize and Simplify its Disclosure Rules</a>	Regulatory Developments	Spring 2019

<a href="#">SEC Proposes to Update Disclosures about Business Description, Legal Proceedings and Risk Factors Required by Regulation S-K</a> (Sidley Update)	Sidley Resources	Summer 2019
<a href="#">SEC Charges Highlight the Need for Timely Disclosure of Loss Contingencies and Material Business Risks</a>	Sidley Resources	December 2019
<a href="#">Preparing Your 2019 Form 10-K: A Review of Recent Disclosure Developments, Priorities and Trends</a> (Sidley Update)	Sidley Resources	March 2020
<a href="#">SEC Provides Guidance on Disclosing Metrics in MD&amp;A and Proposes Amendments to Financial Disclosure Requirements</a>	Sidley Resources	March 2020
<a href="#">SEC Substantially Improves Financial Disclosure Rules Relating to Business Acquisitions and Dispositions</a> (Sidley Update)	Sidley Resources	June 2020
<a href="#">SEC Adopts Amendments to MD&amp;A and Other Financial Disclosure Requirements</a> (Sidley Update)	Sidley Resources	December 2020
<a href="#">Preparing Your 2020 Form 10-K: A Summary of Recent Key Disclosure Developments, Priorities, and Trends</a> (Sidley Update)	Sidley Resources	March 2021
<a href="#">In a Rare Move, Delaware Court of Chancery Enjoins Stockholder Meeting for Disclosure Violations</a>	Judicial Developments	December 2021
<a href="#">Preparing Your 2021 Form 10-K: A Summary of Recent Key Disclosure Developments, Priorities and Trends</a> (Sidley Update)	Sidley Resources	March 2022
<a href="#">SEC Publishes Sample Comment Letter on Disclosure Obligations Relating to Russia’s Invasion of Ukraine and Related Supply Chain Issues</a>	SEC Developments	June 2022
<a href="#">New SEC Comment Letter Initiative Seeks More Tailored Disclosures About Board Leadership Structure and Role in Risk Oversight</a>	SEC Developments	September 2022
<a href="#">New Guidance Illustrates SEC’s Continued Scrutiny of Non-GAAP Reporting</a>	SEC Developments	December 2022
<a href="#">Preparing Your 2022 Form 10-K: A Summary of Recent Key Disclosure Developments, Priorities and Trends</a> (Sidley Update)	Sidley Resources	March 2023
<a href="#">Earnings Pre-Release Considerations</a>	Analysis	June 2023
<a href="#">New SEC Rules Will Require More Detailed, Quarterly Disclosure of Buybacks and Rule 10b5-1 Plans Starting With the 2023 Form 10-K</a>	SEC Developments	June 2023
<a href="#">SEC Targets October 2023 to Finalize Key Rulemakings, Including on Climate Change and Cybersecurity Disclosures</a>	SEC Developments	June 2023
<a href="#">Timely Takes Podcast: Earnings Pre-Releases</a>	Sidley Resources	September 2023

	<a href="#">Key Considerations When Preparing Your 2023 Form 10-K</a>	Sidley Resources	March 2024
Disclosure of Investigations	<a href="#">Whether or Not to Disclose Investigations Depends on the Context</a>	Judicial Developments	April 2016
Disclosure-Only Settlements; <i>Trulia</i>	<a href="#">In Approving Disclosure-Only Settlement, Delaware Chancery Court Tells Merger Litigants to Reset Expectations</a>	Analysis	October 2015
	<a href="#">Disclosure-Only Settlements: A Disappearing – or a Changing – Target?</a>	Analysis	December 2015
	<a href="#">Peppercorn of Consideration No Longer Sufficient to Support an M&amp;A Settlement</a>	Judicial Developments	August 2015
	<a href="#">Delaware Recommends New Path to Address Disclosure-Based Claims</a>	Judicial Developments	February 2016
	<a href="#">The Meaning of “Plainly Material” Post-<i>Trulia</i></a>	Judicial Developments	April 2016
	<a href="#">Delaware Court of Chancery Denies Attorneys’ Fee Request for Disclosures Issued in Merger Litigation</a>	Judicial Developments	August 2016
	<a href="#">Delaware Court of Chancery Addresses Timing of Disclosure Claims</a>	Judicial Developments	October 2016
	<a href="#">Seventh Circuit Adopts <i>Trulia</i> Standard for Disclosure-Only Settlements</a>	Judicial Developments	October 2016
	<a href="#">New York and Disclosure-Only Settlements</a>	Judicial Developments	April 2017
	<a href="#">Disclosure-Only Settlements in New York</a>	Judicial Developments	Spring 2018
	<a href="#">Florida Appellate Court Adopts <i>Trulia</i> Standard for Disclosure-Only Settlements</a>	Judicial Developments	Summer 2018
Disclosure of Political Spending	<a href="#">Pressure Increasing to Compel Disclosure of Corporate Political Spending</a>	Corporate Governance Developments	December 2015
	<a href="#">SEC Rulemaking Related to Disclosure of Corporate Political Spending Remains in Flux</a>	Corporate Governance Developments	February 2016
Distressed M&A	<a href="#">Trends and Opportunities in Distressed M&amp;A Investing</a>	Analysis	December 2019
	<a href="#">Strategic Acquisitions of Distressed Companies in the COVID-19 Environment</a>	Sidley Resources	June 2020
Dodd-Frank	<a href="#">House of Representatives Approves Revised Dodd-Frank Repeal Bill</a>	Legislative Developments	June 2017
Earnouts	<a href="#">Delaware Court of Chancery Uses Context to Interpret Term That Would Trigger Milestone Payment</a>	Judicial Developments	June 2017
	<a href="#">New and Heightened Considerations for M&amp;A Earnouts in the Wake of COVID-19</a>	Analysis	June 2020
ESG	<a href="#">Corporate Social Responsibility, Corporate Sustainability, and the Role of the Board</a> ( <i>Practical Law</i> )	Sidley Resources	August 2017

<a href="#">Management of Environmental and Social Risks—A New Metric By Which to Evaluate Public Companies</a>	Corporate Governance Developments	Spring 2018
<a href="#">New Legislation Will Allow Delaware Corporations to Signal Their Commitment to Sustainability</a>	Legislative Developments	Summer 2018
<a href="#">Investors and Senators Urge the SEC to Mandate ESG Disclosures</a>	Regulatory Developments	Fall 2018
<a href="#">U.S. Chamber of Commerce Releases Best Practices for Voluntary ESG Reporting</a>	Corporate Governance Developments	December 2019
<a href="#">BlackRock and State Street Call for Sustainable Business Practices and Improved ESG Disclosure</a>	Corporate Governance Developments	March 2020
<a href="#">SEC Under Increasing Pressure to Mandate a Regulated, Uniform Approach to ESG Disclosures</a>	Corporate Governance Developments	June 2020
<a href="#">The Link Between ESG and Business Continuity – What Boards Need to Know</a> ( <i>Corporate Board Member</i> )	Sidley Resources	June 2020
<a href="#">Leading Sustainability Standard-Setters Unite to Develop a More Coherent, Comprehensive Sustainability Reporting System</a>	Corporate Governance Developments	September 2020
<a href="#">BlackRock Announces Plans to Vote Against Directors and Support Shareholder Proposals More Frequently in 2021 to Spur Action on ESG Matters</a>	Corporate Governance Developments	December 2020
<a href="#">Statutory and Voluntary Programs and Regimes in the United States Focusing on the E in ESG</a> ( <i>Oil and Gas Energy Law Journal</i> )	Sidley Resources	December 2020
<a href="#">BlackRock and State Street Annual Letters Focus on Climate Change and Diversity</a>	Corporate Governance Developments	March 2021
<a href="#">SEC Gears Up to Tackle Climate and ESG Disclosure</a>	SEC Developments	March 2021
<a href="#">Momentum Continues to Build for Mandatory ESG Disclosures</a>	Corporate Governance Developments	June 2021
<a href="#">Addressing Social Justice Issues: Implications for the Board</a>	Sidley Resources	June 2021
<a href="#">Maybe ESG Derivative Cases Aren't Going to be a Thing After All?</a>	Sidley Resources	June 2021
<a href="#">ESG Disclosures in Proxy Statements: Benchmarking the Fortune 50</a>	Analysis	September 2021
<a href="#">Oversight of EESG Disclosure</a>	Sidley Resources	September 2021
<a href="#">Getting the Deal Through — ESG &amp; Impact Investing</a> (2022)	Sidley Resources	September 2021
<a href="#">Key Takeaways: People Places Planet: The Enforcement Angle</a> Podcast Featuring SEC's Kelly Gibson	Sidley Resources	December 2021

	<a href="#">SEC Climate Change Comment Letters Signal Early Action on Environmental, Social, and Governmental Disclosures</a>	Sidley Resources	December 2021
	<a href="#">SEC Proposes Far-Reaching Rules for “Enhancement and Standardization” of Climate-Related Disclosures</a>	SEC Developments	March 2022
	<a href="#">A Board’s Guide to Oversight of ESG</a>	Analysis	June 2022
	<a href="#">Governance Challenges 2022: Legal Considerations for Oversight of Climate-Related Risks</a>	Sidley Resources	June 2022
	<a href="#">SEC Brings First ESG-Related Action Since Creating Climate and ESG Task Force</a>	Sidley Resources	June 2022
	<a href="#">EU Corporate Sustainability Reporting Directive—What Do UK- and U.S.- Headquartered Companies Need to Know? (Sidley Update)</a>	Sidley Resources	September 2022
	<a href="#">How the Supreme Court’s EPA Ruling Complicates Climate Action and What Companies Can Do (Sidley Update)</a>	Sidley Resources	September 2022
	<a href="#">Getting the Deal Through—ESG &amp; Impact Investing (2023)</a>	Sidley Resources	September 2022
	<a href="#">Proposed Climate Disclosure Requirements for Federal Contractors Go Beyond the SEC’s Proposed Disclosures (Sidley Update)</a>	Sidley Resources	December 2022
	<a href="#">SEC Announces \$55.9 Million Settlement in First Action Brought by its Climate and ESG Task Force (Sidley Update)</a>	Sidley Resources	June 2023
	<a href="#">EU Adopts First Set of European Sustainability Reporting Standards — Critical Considerations for Companies in Scope of CSRD (Sidley Update)</a>	Sidley Resources	September 2023
	<a href="#">California Enacts Landmark Climate Accountability Package Requiring Expansive Disclosure of Climate-Related Risks (Sidley Update)</a>	Sidley Resources	December 2023
	<a href="#">SEC Finalizes Climate-Related Disclosure Rules</a>	SEC Developments	March 2024
	<a href="#">New EU ESG Legislation Will Affect Non-EU Companies With Significant EU Revenues</a>	Sidley Resources	March 2024
Executive Compensation	<a href="#">SEC Proposes Compensation Clawback Rules</a>	SEC and Regulatory Developments	August 2015
	<a href="#">SEC to Consider Adoption of Final Pay Ratio Rules on August 5</a>	SEC and Regulatory Developments	August 2015
	<a href="#">DGCL Amendment Permits Non-Directors to Make Restricted Stock Grants</a>	Legislative Developments	August 2015
	<a href="#">Hot Topics for Compensation Committees (Practical Law)</a>	Sidley Resources	August 2015
	<a href="#">SEC Adopts CEO Pay Ratio Disclosure Rule Required by Dodd-Frank</a>	SEC and Regulatory Developments	October 2015

	<a href="#">Federal Regulators Re-Propose Joint Rule on Incentive-Based Compensation Arrangements at Large Financial Institutions (Sidley Update)</a>	Sidley Resources	June 2016
	<a href="#">SEC Requests Comment on Corporate Governance and Executive Compensation Disclosures</a>	SEC and Regulatory Developments	October 2016
	<a href="#">SEC Staff Provides Limited Guidance on CEO Pay Ratio Disclosure Rule</a>	SEC and Regulatory Developments	December 2016
	<a href="#">SEC Seeks Public Comment on Implementation of CEO Pay Ratio Disclosure Rule</a>	SEC and Regulatory Developments	April 2017
	<a href="#">Begin Preparing for CEO Pay Ratio Disclosure</a>	SEC and Regulatory Developments	August 2017
	<a href="#">SEC Releases New Guidance on the Pay Ratio Disclosure Rule</a>	SEC and Regulatory Developments	October 2017
	<a href="#">Increased SEC Enforcement Activity Targets Inadequate Perk Disclosure</a>	Regulatory Developments	Summer 2018
	<a href="#">Higher Taxes Potentially Ahead for Executive Compensation: President-Elect Biden's Proposed Tax Plan's Effects on Executive Pay (Sidley Update)</a>	Sidley Resources	December 2020
	<a href="#">National Beverage Corp. and the SEC's Ongoing Scrutiny of Executive Perquisites and Benefits</a>	Sidley Resources	September 2021
	<a href="#">SEC Enforcement Action Targets Inadequate Disclosure of Perks and Stock Pledges</a>	SEC Developments	December 2021
	<a href="#">SEC Again Reopens Comment Period on Proposed Compensation Clawback Rules and Posts Staff Memo With Supplemental Analyses and Data</a>	Sidley Resources	June 2022
	<a href="#">Final SEC Pay-Versus-Performance Rule Will Require Extensive New Disclosures in 2023 Proxy Statements</a>	SEC Developments	September 2022
	<a href="#">SEC Adopts Final Compensation Clawback Rules</a>	SEC Developments	December 2022
	<a href="#">U.S. DOJ Weighs in on Corporate Compensation and Clawbacks</a>	Sidley Resources	March 2023
	<a href="#">Listed Companies Must Adopt Dodd-Frank Compliant Clawback Policies by December 1, 2023</a>	SEC Developments	June 2023
Expectation Damages	<a href="#">Delaware Supreme Court Upholds Award of Expectation Damages for Breach of Preliminary Agreement</a>	Judicial Developments	February 2016
FCC	<a href="#">FCC Order Relaxes Broadcast Ownership Rules</a>	Regulatory Developments	December 2017
Financial Advisors	<a href="#">Delaware Supreme Court Affirms <i>Rural Metro</i></a>	Judicial Developments	December 2015
	<a href="#">Delaware Supreme Court Affirms <i>Rural Metro</i> (Sidley Update)</a>	Judicial Developments	December 2015

	<a href="#">Financial Advisor Conflicts in M&amp;A Transactions</a>	Analysis	February 2016
	<a href="#">Rural Metro: Lessons Learned</a> ( <i>Deal Lawyers</i> )	Sidley Resources	February 2016
	<a href="#">Financial Advisor in Rural/Metro Settles with SEC Over Disclosure Violations</a>	Judicial Developments	October 2016
	<a href="#">SEC Staff Issues Guidance on Five-Day Debt Tender Offers and Disclosure of Financial Advisor Compensation Arrangements in Equity Tender Offers</a>	SEC and Regulatory Developments	December 2016
	<a href="#">SEC Brings Enforcement Action for Inadequate Disclosure of Fee Arrangements with Investment Banks in a Control Contest</a>	SEC and Regulatory Developments	April 2017
	<a href="#">Delaware Enjoins Merger Vote Until Buy-Side Financing Fees Disclosed</a>	Judicial Developments	April 2017
Forum Selection	<a href="#">DGCL Amendments Endorsing Forum Selection and Prohibiting Fee-Shifting Take Effect</a>	Legislative Developments	August 2015
	<a href="#">Oregon Supreme Court Upholds Delaware Exclusive Forum Bylaw</a>	Judicial Developments	February 2016
	<a href="#">Delaware Court of Chancery Declines to Intervene When Company Waives Its Delaware Exclusive Forum Bylaw to Settle Litigation in California</a>	Judicial Developments	June 2016
	<a href="#">Delaware Court of Chancery Confirms That Forum Selection Provisions Have Limits</a>	Analysis	Winter 2019
	<a href="#">California Appellate Court Upholds Delaware Exclusive Forum Bylaw</a>	Judicial Developments	Winter 2019
	<a href="#">Consent to Personal Jurisdiction May Be Implied by Adoption of a Delaware Forum Selection Bylaw</a>	Judicial Developments	Spring 2019
	<a href="#">Delaware Supreme Court Upholds the Validity of Federal-Forum Provisions, but Questions Remain</a>	Judicial Developments	June 2020
	<a href="#">California Court Upholds Delaware Corporation’s Exclusive Federal Forum Charter Provision</a>	Judicial Developments	September 2020
	<a href="#">New York State Supreme Court Enforces an Exclusive Federal Forum Charter Provision, Continuing a Trend Started in California</a>	Judicial Developments	September 2021
	<a href="#">The Forum Selection Saga Continues</a>	Judicial Developments	December 2022
	<a href="#">The Forum Selection Saga Continues: Part II</a>	Judicial Developments	June 2023
“Fraud on the Board”	<a href="#">Delaware Court of Chancery Invokes Rarely Successful “Fraud-on-the-Board” Theory, Permitting Duty of Loyalty Claims to Proceed</a>	Corporate Governance Developments	December 2020
	<a href="#">“Fraud on the Board” — When Are the Victims at Fault?</a>	Analysis	September 2021
Good Faith; Bad Faith; Caremark / Board Oversight;	<a href="#">Board Exposure to Claims of Failure of Oversight -- Compliance Risk; Business Risk; Cyber Risk</a>	Analysis	June 2016
	<a href="#">Delaware Court of Chancery Allows Termination of Merger Agreement Based on Good Faith Failure to Deliver a Required Tax Opinion</a>	Judicial Developments	August 2016

Implied Covenant	<a href="#">For Want of a Tax Opinion Nail, a Megadeal War Is Lost (Sidley Update)</a>	Judicial Developments	August 2016	
	<a href="#">Caremark Claims Remain Very Difficult to Pursue</a>	Judicial Developments	October 2016	
	<a href="#">Delaware Court of Chancery Refines the Caremark Bad Faith Standard</a>	Judicial Developments	December 2016	
	<a href="#">Delaware Supreme Court Holds That MLP Agreement Did Not Eliminate the Implied Covenant of Good Faith and Fair Dealing</a>	Judicial Developments	April 2017	
	<a href="#">Delaware Supreme Court Affirms Ruling Allowing Termination of Merger Based on Failure to Deliver a Required Tax Opinion</a>	Judicial Developments	April 2017	
	<a href="#">Delaware Supreme Court Affirms Ruling Allowing Termination of Merger Based on Failure to Deliver a Required Tax Opinion (Sidley Update)</a>	Judicial Developments	April 2017	
	<a href="#">Delaware Court of Chancery Relies on Contemporaneous Documents in Reiterating High Pleading Burden for Caremark Claims</a>	Judicial Developments	August 2017	
	<a href="#">In a Rare Move, the Delaware Supreme Court Allows a Caremark Claim Against Directors to Proceed</a>	Judicial Developments	Summer 2019	
	<a href="#">Board Oversight of “Mission Critical” Regulatory Compliance Risk Increasingly Under Scrutiny</a>	Judicial Developments	December 2019	
	<a href="#">Caremark Claim Allowed to Proceed Against Audit Committee Members Based on Oversight Failures</a>	Judicial Developments	June 2020	
	<a href="#">Board Oversight in Light of COVID-19 and Recent Delaware Decisions (Sidley Update)</a>	Judicial Developments	June 2020	
	<a href="#">Board Oversight of Compliance Risk (Practical Law)</a>	Sidley Resources	June 2020	
	<a href="#">Caremark Claims: Not Mission Impossible, but Still Risky Business for Plaintiffs</a>	Judicial Developments	March 2021	
	<a href="#">Caremark Claim Allowed to Proceed Against Boeing Directors for Failure to Implement and Oversee a Board-Level System to Monitor and Report on Airplane Safety</a>	Judicial Developments	September 2021	
	<a href="#">Board Oversight: Key Focus Areas for 2022</a>	Analysis	December 2021	
	<a href="#">Board’s Good-Faith Oversight of “Mission Critical” Risks Insulates Directors From Caremark Claim</a>	Judicial Developments	September 2022	
	<a href="#">Board Oversight of Compliance Risk</a>	Analysis	December 2022	
	<a href="#">Delaware Chancery Court Clarifies Oversight Duties in Pair of Recent Opinions</a>	Judicial Developments	March 2023	
	HSR Act/Antitrust	<a href="#">HSR Enforcement Action Highlights Risks under Investment-Purpose Exemption</a>	Regulatory Developments	October 2015
		<a href="#">FTC Sharply Increases HSR Penalties, As DOJ Imposes Record Penalty for “Investment-Only” Violation</a>	Antitrust Developments	August 2016
<a href="#">FTC Announces HSR Premerger Notification and Clayton Act Section 8 Thresholds (Sidley Update)</a>		Sidley Resources	February 2017	
<a href="#">The International Comparative Legal Guide to: Merger Control 2017 (U.S. Chapter)</a>		Sidley Resources	February 2017	



<a href="#">DOJ Suit Shows Potential “Gun-Jumping” Risk of Using Tolling Agreement in Conjunction with HSR-Reportable Acquisition</a>	Regulatory Developments	April 2017
<a href="#">Merger Filers Beware: Department of Justice Challenges a Transaction that Cleared Hart-Scott-Rodino</a>	Regulatory Developments	December 2017
<a href="#">An End-of-Year Flurry of Antitrust Merger Enforcement</a>	M&A Developments	February 2018
<a href="#">FTC Announces HSR Premerger Notification and Clayton Act Section 8 Thresholds</a> (Sidley Update)	Sidley Resources	February 2018
<a href="#">The International Comparative Legal Guide to: Merger Control 2018 (U.S. Chapter)</a>	Sidley Resources	February 2018
<a href="#">European Union Court Interprets Rules Against “Gun Jumping” Under the European Union Merger Regulation</a> (Sidley Update)	Sidley Resources	Summer 2018
<a href="#">U.S. Antitrust Agencies Suggest Merger Review Process Changes</a>	Analysis	Fall 2018
<a href="#">FTC Revises HSR Premerger Notification and Clayton Act §8 Thresholds and Maximum Per Diem HSR Penalty</a> (Sidley Update)	Sidley Resources	Winter 2019
<a href="#">The International Comparative Legal Guide to: Merger Control 2019 (U.S. Chapter)</a>	Sidley Resources	Winter 2019
<a href="#">Competition and Common Ownership – A Governance Perspective</a> ( <i>Competition Policy International’s Antitrust Chronicle</i> )	Sidley Resources	Spring 2019
<a href="#">Proposed HSR Rule Changes Would Require Reporting of Some Currently-Exempt Foreign Acquisitions</a>	Sidley Resources	December 2019
<a href="#">FTC Targets M&amp;A Agreements in Continued Campaign Against Noncompete and No-Poach Clauses</a>	Sidley Resources	March 2020
<a href="#">FTC Releases 2020 Thresholds for HSR Filings and Interlocking Directorates and Raises Maximum Per Diem HSR Penalty</a>	Sidley Resources	March 2020
<a href="#">Antitrust in the Time of COVID-19</a>	Analysis	June 2020
<a href="#">Antitrust Covenants in the Spotlight Following Recent Failed Mergers</a> ( <i>ABA’s Antitrust Magazine</i> )	Sidley Resources	June 2020
<a href="#">Antitrust Clearance of Distressed Transactions: Don’t Assume It Will Be Easy</a> (Sidley Update)	Sidley Resources	June 2020
<a href="#">The Election Will Change Antitrust</a>	Analysis	September 2020
<a href="#">The International Comparative Legal Guide to: Merger Control 2021 (U.S. Chapter)</a>	Sidley Resources	December 2020
<a href="#">Court of Appeals Upholds Divestiture Order in Merger Challenge by a Private Party</a> (Sidley Update)	Sidley Resources	March 2021
<a href="#">FTC Releases 2021 Thresholds for Hart-Scott-Rodino Filings and Interlocking Directorates, Raises Maximum Per Diem HSR Penalty</a> (Sidley Update)	Sidley Resources	March 2021
<a href="#">Interlocking Directorate Considerations in M&amp;A and Proxy Contests</a>	Analysis	June 2021
<a href="#">Getting the Deal Through – Vertical Agreements 2021</a>	Sidley Resources	June 2021

	<a href="#">Impact of the White House’s Far-Reaching Executive Order on Competition Policy</a>	Analysis	September 2021
	<a href="#">Remedying Deals With Antitrust Issues Has Gotten Harder</a>	Analysis	March 2022
	<a href="#">FTC Releases 2022 Thresholds for Hart-Scott-Rodino Filings and Interlocking Directorates, Raises Maximum Per Diem HSR Penalty</a> (Sidley Update)	Sidley Resources	March 2022
	<a href="#">UK Merger Control: CMA’s Tough Approach; Changes to Thresholds Afoot</a>	Analysis	June 2022
	<a href="#">Convergence in Antitrust and Privacy Law: An Interview With Colleen Brown and New Partner Sean Royall</a>	Sidley Resources	June 2022
	<a href="#">Interlocking Directorate Agency Initiative Outside M&amp;A</a>	Analysis	September 2022
	<a href="#">Interlocking Directorates and Deputization</a>	Analysis	December 2022
	<a href="#">The U.S. Department of Justice May Clamp Down on Life Sciences Companies That Share Board Members With Alleged Competitors</a> (Sidley Update)	Sidley Resources	December 2022
	<a href="#">FTC Releases 2023 Thresholds for Hart-Scott-Rodino Filings and Interlocking Directorates, Raises Maximum Daily HSR Penalty</a> (Sidley Update)	Sidley Resources	March 2023
	<a href="#">Congress Raises Filing Fees for Large Deals, Adds Foreign Subsidy Disclosure Requirement and Enables States to Retain Home Venue</a> (Sidley Update)	Sidley Resources	March 2023
	<a href="#">European Commission Simplifies and Streamlines Merger Control Review Processes</a> (Sidley Update)	Sidley Resources	June 2023
	<a href="#">FTC Proposes Dramatic Changes to Premerger Notification Process</a>	Regulatory Developments	September 2023
	<a href="#">Interlocking Directorate Enforcement Continues, and FTC Expands Clayton Act’s Reach to Noncorporate Entities</a>	Regulatory Developments	September 2023
	<a href="#">DOJ and FTC Take Merger Review in New Direction with Rewrite of Merger Guidelines</a>	Regulatory Developments	September 2023
	<a href="#">Implementing the New EU Subsidies Notification Requirements in M&amp;A Deals</a> (Sidley Update)	Sidley Resources	September 2023
	<a href="#">Announcement Regarding Amendments to Premerger Notification Process Expected Soon</a>	Antitrust Developments	March 2024
	<a href="#">FTC and DOJ Issue 2023 Merger Guidelines</a>	Antitrust Developments	March 2024
	<a href="#">FTC Releases 2024 Thresholds for Hart-Scott-Rodino Act Filings and Raises HSR Filing Fees</a>	Sidley Resources	March 2024
High-Vote Stock	<a href="#">S&amp;P Dow Jones and FTSE Russell Will Exclude Companies with Multi-Class Share Structures</a>	Corporate Governance Developments	August 2017
	<a href="#">CII Joins Global Investor Group to Launch Campaign Targeting Dual-Class Share Structures</a>	Corporate Governance Developments	June 2022

Hyperlinks to SEC Exhibits	<a href="#">SEC Proposes Rules That Would Mandate Hyperlinks to Exhibit Filings</a>	SEC and Regulatory Developments	October 2016
	<a href="#">SEC Mandates Hyperlinks to Exhibit Filings</a>	SEC and Regulatory Developments	April 2017
	<a href="#">Hyperlinks to Exhibit Filings Required Beginning in September 2017</a>	SEC and Regulatory Developments	August 2017
Indemnification / Expense Advancement / D&O Insurance	<a href="#">Former Executives Entitled to Advancement of Legal Fees to Defend Clawback Suits Despite Alleged Misconduct</a>	Judicial Developments	Spring 2019
	<a href="#">Delaware Courts Closely Examine Indemnification Claims for Attorneys’ Fees, “Whether or Not” the Parties Intend</a>	Judicial Developments	September 2022
	<a href="#">Five Essential D&amp;O Insurance Questions</a>	Analysis	September 2023
Insider Trading	<a href="#">Bipartisan Bill to Restrict Rule 10b-5 Trading Plans Sails Through U.S. House</a>	Legislative Developments	Winter 2019
	<a href="#">Implications of SEC’s Recent Insider Trading Enforcement Action in SEC v. Matthew Panuwat</a>	Sidley Resources	September 2021
	<a href="#">SEC Enhances Focus on Rule 10b5-1 Plans – What Should Companies Do Now?</a>	SEC Developments	June 2021
	<a href="#">SEC Proposes Significant Changes to Rule 10b5-1 Trading Regime and Related Disclosures</a>	Sidley Resources	December 2021
	<a href="#">SEC Adopts Significant Changes to Rule 10b5-1 Trading Regime and Related Disclosures</a>	SEC Developments	December 2022
	<a href="#">Regulators Sharpen Focus on the Misuse of Rule 10b5-1 Trading Plans</a>	Regulatory Developments	March 2023
Intercompany Debt Issues and Inversions	<a href="#">Treasury and IRS Issue New Guidance Further Restricting the Tax Benefits of Inversions</a> (Sidley Update)	Sidley Resources	December 2015
	<a href="#">New Treasury and IRS Regulations Impact Common Intercompany Debt Structures and Limit the U.S. Tax Benefits of Inversions</a>	Tax Developments	June 2016
	<a href="#">New Proposed Treasury Regulations May Significantly Change U.S. Cross-Border Lending Practices</a> (Sidley Update)	Sidley Resources	Fall 2018
Jurisdiction – Related	<a href="#">Delaware Supreme Court Holds That Registration to Do Business in Delaware Does Not Confer General Jurisdiction</a>	Judicial Developments	June 2016
Labor and Employment; Noncompetes	<a href="#">U.S. Employers Need to Reconsider Use of Confidentiality and Nondisparagement Provisions in Light of New NLRB Decision</a> (Sidley Update)	Sidley Resources	March 2023
	<a href="#">FTC Proposes Rule to Ban Non-compete Clauses Between Employers and Workers</a> (Sidley Update)	Sidley Resources	March 2023
	<a href="#">U.S. FTC Rulemaking to Prohibit Worker Noncompetes: What Comes Next?</a> (Sidley Update)	Sidley Resources	March 2023
	<a href="#">New York’s Imminent Non-Compete Ban</a> (Sidley Update)	Sidley Resources	June 2023

	<a href="#">U.S. National Labor Relations Board General Counsel Issues Memorandum Invalidating Most Postemployment Noncompete Restrictions</a> (Sidley Update)	Sidley Resources	June 2023
	<a href="#">Attention Employers: New California Employment Laws Have Arrived</a> (Sidley Update)	Sidley Resources	December 2023
	<a href="#">Enforcement is on the Rise Against Non-Compete Agreements. Is Your Business Ready?</a> (Sidley Podcast)	Sidley Resources	March 2024
Litigation (M&A / Securities) Trends / Surveys	<a href="#">Recent Cornerstone Research Study Highlights M&amp;A Litigation Trends</a>	Judicial Developments	October 2016
	<a href="#">M&amp;A Litigation Continues to Migrate from Delaware to Federal Courts</a>	Judicial Developments	August 2017
	<a href="#">Highlights From Recent M&amp;A Litigation Surveys</a>	Judicial Developments	April 2017
	<a href="#">New Cornerstone Research Study Highlights M&amp;A Litigation Trends</a>	Judicial Developments	December 2017
	<a href="#">Cornerstone Research: Federal Class Actions on M&amp;A Deals More Than Doubled in 2017</a>	Judicial Developments	February 2018
	<a href="#">Cornerstone Research: M&amp;A-Related Class Action Filings Have Decreased in 2018</a>	Judicial Developments	Summer 2018
	<a href="#">Cornerstone Research: Delaware Appraisal Actions Continue to Decline</a>	Judicial Developments	Winter 2019
	<a href="#">Bear Market for Plaintiffs' Liquidity-Based Conflict Allegations</a>	Judicial Developments	September 2021
	<a href="#">A Delaware Corporate and M&amp;A Checklist: 11 Cases That Every Practitioner Should Know</a>	Sidley Resources	September 2021
	<a href="#">Litigation Trends in Delaware and How Businesses and Boards Can Mitigate Risk</a>	Sidley Resources	March 2022
	<a href="#">Securities Litigation Against Life Sciences Companies: Eleven Takeaways from 2022</a>	Sidley Resources	June 2023
	<a href="#">Is Your M&amp;A Contract Vulnerable to Post-Closing Litigation? We Break it Down</a> (Sidley Podcast)	Sidley Resources	March 2024
Long-Termism	<a href="#">Institutional Investors Continue to Increase Their Focus on Long-Tenured Directors</a>	Corporate Governance Developments	June 2016
	<a href="#">BlackRock Letter Encourages Focus on Long-Term Value Creation</a>	Corporate Governance Developments	February 2017
	<a href="#">BlackRock Urges Companies to Pursue Long-Term Value Through Social Purposes</a>	Corporate Governance Developments	February 2018
	<a href="#">BlackRock Chairman Releases Annual Letter to Investors Highlighting Evolving Investment Risks and Opportunities</a>	Corporate Governance Developments	March 2023

M&A Agreement Terms	<a href="#">In a First, Delaware Allows Buyer to Terminate Merger Agreement Based on a “Material Adverse Effect”</a>	Judicial Developments	Fall 2018
	<a href="#">Possible Shift in Delaware Law: Buyer’s Silence on Sandbagging is Not Golden</a> ( <i>ABA Business Law Today</i> )	Sidley Resources	Fall 2018
	<a href="#">Consider #MeToo Before You Buy Your Next Business</a> ( <i>Bloomberg Law Insights</i> )	Sidley Resources	Winter 2019
	<a href="#">Rent-A-Center: A \$1.365 Billion Reminder on Reminders</a>	Analysis	Spring 2019
	<a href="#">Delaware Chancery Court Endorses Merger Agreement Provision Prohibiting a Buyer from Using the Target Company’s Pre-Closing Privileged Communications in Post-Closing Litigation</a>	Judicial Developments	Spring 2019
	<a href="#">How the Type of Buyer May Affect the Target’s Remedies in a Failed Public M&amp;A Deal – What Target Boards Should Consider When Evaluating Bids and Bidders</a>	Analysis	Summer 2019
	<a href="#">Delaware Chancery Court Decision Analyzes Concepts of “Materiality” and MAE, Which Are “Analytically Distinct”</a>	Judicial Developments	March 2020
	<a href="#">Delaware Court Will Soon Decide Whether COVID-19 Justifies Walking Away From a Deal</a>	Judicial Developments	June 2020
	<a href="#">Buyer’s Remorse of Material Adverse Effect? A New Wave of Litigation in the COVID-19 World</a> ( <i>The AmLaw Litigation Daily</i> )	Judicial Developments	June 2020
	<a href="#">Revisiting the Benefits of An Efficient Contract Breach</a> ( <i>Law360</i> )	Sidley Resources	June 2020
	<a href="#">Finally, Some COVID-19-Related M&amp;A Guidance: Delaware Court of Chancery Issues Decision Analyzing MAE and Ordinary Course Provisions During COVID-19</a>	Judicial Developments	December 2020
	<a href="#">Creative Deal Structures: Energizing the M&amp;A Market Post-Crisis</a> (Report with <i>Mergermarket</i> )	Sidley Resources	March 2021
	<a href="#">“Chalking Up a Victory for Deal Certainty,” Delaware Court of Chancery Orders That Contested Merger Close</a>	Judicial Developments	June 2021
	<a href="#">In Case of Emergency, Break Glass: Litigation and Drafting Guidance From Delaware Court of Chancery Opinion on “Material Adverse Effect” Clauses</a>	Judicial Developments	September 2021
	<a href="#">Extraordinary Times May Still Call for Ordinary Measures: Delaware Supreme Court Affirms Buyer’s Termination of \$5.8 Billion Transaction</a>	Judicial Developments	March 2022
	<a href="#">Acquiror May Be Liable After Agent Wires Merger Consideration to Hackers</a>	Judicial Developments	June 2022
	<a href="#">To Bond or Not to Bond: Enforceability of Contractual Waivers of Bond Requirements for Injunctive Relief</a>	Sidley Resources	September 2022
<a href="#">Delaware Chancery Court Finds Scope of Restrictive Covenants Unreasonable in the Context of a Business Sale</a>	Judicial Developments	December 2022	

	<a href="#">2023 M&amp;A Outlook: Q&amp;A with 12 Top Global M&amp;A Dealmakers</a> (Report with <i>Mergermarket</i> )	Sidley Resources	December 2022
	<a href="#">Update Your Fee-Shifting Provision: The Contingency Fee Trap</a>	Analysis	March 2023
	<a href="#">What it Takes to Score in High-Stakes Sports Acquisitions</a>	Sidley Resources	March 2023
	<a href="#">Key Considerations for Cross-Border M&amp;A in the Mining and Metals Industry</a>	Sidley Resources	March 2023
	<a href="#">Delaware Chancery Court Further Defines the Contours of What Constitutes a Sale of “Substantially All” Assets</a>	Judicial Developments	June 2023
	<a href="#">Anatomy of a CVR: A Primer on the Key Components and Trends of CVRs in Life Sciences Public M&amp;A Deals</a>	Sidley Resources	June 2023
	<a href="#">How to Draft Fee-Shifting Provisions in Indemnification Clauses</a>	Sidley Resources	June 2023
	<a href="#">How M&amp;A Lawyers Can Help Clients Bridge the Valuation Gap</a>	Analysis	December 2023
	<a href="#">Con Ed Uncertainty: Delaware Chancery Court Questions Enforceability of Merger Agreement Provisions Allowing Target to Seek Lost Merger Premium</a>	Judicial Developments	December 2023
Minority Investments	<a href="#">Strategic Minority Investments in Public Companies Provide Pathway to Value-Based Dealmaking</a>	Analysis	March 2023
Mootness Fees	<a href="#">Recent Delaware Rulings Illustrate Increased Scrutiny of Mootness Fee Requests</a>	Judicial Developments	October 2016
	<a href="#">"Mootness Fees" in Deal Litigation: An Argument for a Different Approach</a>	Sidley Resources	April 2017
	<a href="#">Magellan Health: A New North Star for Mootness Fee Disputes May Reduce Payments to Plaintiff’s Counsel</a>	Judicial Developments	September 2023
“Ordinary Business” Exclusion	<a href="#">Third Circuit Clarifies Application of Rule 14a-8’s “Ordinary Business” Exclusion</a>	Judicial Developments	August 2015
	<a href="#">Trinity Wall Street Asks Supreme Court to Weigh in on Battle with Wal-Mart Over Rule 14a-8’s “Ordinary Business” Exclusion</a>	Judicial Developments	October 2015
Private Equity	<a href="#">The Deal Closed – Now What? Practical Considerations for Sponsors and Management Teams of Newly Acquired Private Equity Portfolio Companies</a>	Analysis	June 2022
	<a href="#">Combatting Allegations of “Divided Loyalty”: Important Lessons for Private Equity and Venture Capital Controlling Stockholders</a>	Judicial Developments	September 2022
Privilege	<a href="#">Management of a Delaware Corporation Cannot Unilaterally Withhold Privileged Information From Directors</a>	Judicial Developments	September 2020
	<a href="#">Delaware Court of Chancery Orders Company to Wave Goodbye to Privilege After Seconded Employees Use Other Company Email to Discuss Non-Company Business</a>	Judicial Developments	March 2021

	<a href="#">Supreme Court (Non)Decision in <i>In Re Grand Jury Preserves the Open Question of the Scope of Privilege Over Dual-Purpose Communications</i></a>	Analysis	March 2023
	<a href="#">A Word of Caution for Boards Navigating Potential Disputes Among Directors or With Funds They Manage</a>	Corporate Governance Developments	June 2023
Projections	<a href="#">Projections in Public Company M&amp;A</a>	Analysis	October 2015
	<a href="#">SEC Provides Guidance on Regulation G Exemption for Forecasts in M&amp;A Context</a>	Regulatory Developments	December 2017
	<a href="#">SEC Supplements Guidance on the Use of Non-GAAP Financial Measures in the M&amp;A Context</a>	Regulatory Developments	Spring 2018
	<a href="#">SEC Expands Guidance on the Use of Projections in SEC Filings</a>	SEC Developments	March 2024
Proxy Advisors; ISS and Glass Lewis Policies	<a href="#">ISS and Glass Lewis Release Updated Proxy Voting Policies for the 2016 Proxy Season</a>	Corporate Governance Developments	December 2015
	<a href="#">Proxy Advisor Reform Bill Introduced in the House of Representatives</a>	Legislative Developments	August 2016
	<a href="#">ISS and Glass Lewis Release Updated Proxy Voting Policies for the 2017 Proxy Season</a>	Corporate Governance Developments	December 2016
	<a href="#">GAO Issues Report on the Current State of the Proxy Advisory Industry</a>	SEC and Regulatory Developments	February 2017
	<a href="#">ISS 2018 Proxy Voting Policy Formulation Underway</a>	Corporate Governance Developments	August 2017
	<a href="#">ISS and Glass Lewis Release Updated Proxy Voting Policies for the 2018 Proxy Season</a>	Corporate Governance Developments	December 2017
	<a href="#">ISS 2019 Proxy Voting Policy Formulation Underway</a>	Corporate Governance Developments	Summer 2018
	<a href="#">ISS and Glass Lewis Release Updated Proxy Voting Policies for the 2019 Proxy Season</a>	Corporate Governance Developments	Fall 2018
	<a href="#">ISS 2020 Proxy Voting Policy Formulation Underway</a>	Corporate Governance Developments	Summer 2019
	<a href="#">SEC Publishes New Guidance on Investment Advisers' Proxy Voting Responsibilities and Reliance on Proxy Advisors (Sidley Update)</a>	Sidley Resources	Summer 2019
	<a href="#">ISS and Glass Lewis Policy Updates for the 2020 Proxy Season</a>	Sidley Resources	December 2019
	<a href="#">ISS Significantly Expands Governance QualityScore; ISS and Glass Lewis 2021 Policy Updates Now in Effect (Sidley Update)</a>	Sidley Resources	March 2021

	<a href="#">SEC Staff Will Not Enforce Trump-Era Proxy Voting Advice Guidance and Rules While It Considers Further Action</a>	SEC Developments	June 2021
	<a href="#">ISS and Glass Lewis Release Policy Updates for 2022</a>	Corporate Governance Developments	December 2021
	<a href="#">SEC Proposes to Rescind Final Rules Adopted in July 2020 Regulating Proxy Advisors</a>	SEC Developments	December 2021
	<a href="#">ISS and Glass Lewis Policy Updates for 2023</a>	Corporate Governance Developments	December 2022
	<a href="#">Glass Lewis Proxy Voting Policy Updates for 2024</a>	Corporate Governance Developments	December 2023
	<a href="#">ISS and Glass Lewis Proxy Voting Policy Updates for the 2024 Proxy Season</a>	Sidley Resources	March 2024
Proxy Access	<a href="#">Proxy Access Gaining Momentum</a>	Analysis	August 2015
	<a href="#">Proxy Access Is Taking Hold</a>	SEC and Regulatory Developments	February 2016
	<a href="#">Proxy Access Continues to Gain Momentum</a>	Corporate Governance Developments	October 2015
	<a href="#">SEC Grants No-Action Relief For “Substantially Implemented” Proxy Access Proposals</a>	SEC and Regulatory Developments	April 2016
	<a href="#">SEC Staff Denies No-Action Relief to Companies Seeking to Exclude Shareholder Proposals Requesting Amendments to Existing Proxy Access Bylaws</a>	SEC and Regulatory Developments	October 2016
	<a href="#">Proxy Access Reaches the Tipping Point</a>	Sidley Resources	February 2017
	<a href="#">SEC Staff Grants Most—But Not All—Requests to Exclude Proxy Access Shareholder Proposals to Increase the Limit on the Size of the Nominating Group</a>	SEC and Regulatory Developments	April 2017
	<a href="#">Proxy Access is Going Mainstream</a>	Corporate Governance Developments	February 2018
	<a href="#">Overview of the Current State of Proxy Access in the U.S.</a>	Corporate Governance Developments	Winter 2019
	<a href="#">Proxy Access: A Five-Year Review</a>	Sidley Resources	March 2020
Proxy Season Developments	<a href="#">Hot Topics for the 2016 Proxy Season</a> ( <i>Practical Law</i> )	Sidley Resources	October 2015
	<a href="#">Hot Topics for Boards from the 2016 Proxy Season</a> ( <i>Practical Law</i> )	Sidley Resources	August 2016
	<a href="#">Key Developments from the 2017 Proxy Season</a>	Corporate Governance Developments	August 2017



	<a href="#">Key Developments from the 2018 Proxy Season</a>	Corporate Governance Developments	Summer 2018
	<a href="#">Key Developments from the 2019 Proxy Season</a>	Corporate Governance Developments	Summer 2019
	<a href="#">Key Developments from the 2020 Proxy Season</a>	Corporate Governance Developments	September 2020
Proxy Voting	<a href="#">New DOL Guidance on Proxy Voting and Shareholder Engagement May Lead to Increased Shareholder Activism</a>	SEC and Regulatory Developments	February 2017
	<a href="#">DOL Interpretive Bulletin 2016-01: Voting Proxies and Exercising Other Shareholder Rights</a> (Sidley Update)	Sidley Resources	April 2017
	<a href="#">Roundtable on Reforming the Proxy Process Planned for Fall 2018</a>	Regulatory Developments	Summer 2018
	<a href="#">Takeaways From the SEC Roundtable on Reforming the Proxy Process</a>	Regulatory Developments	Fall 2018
	<a href="#">DOL Issues Final Rule on Consideration of ESG Factors and Exercise of Shareholder Rights by Retirement Plan Fiduciaries</a> (Sidley Update)	Sidley Resources	December 2022
Put Rights	<a href="#">Delaware Court of Chancery Finds That Properly Exercised Put Rights Survived Merger</a>	Judicial Developments	Fall 2018
Ratification of Defective Acts	<a href="#">Ratification of Defective Acts under Delaware Corporate Law</a>	Judicial Developments	December 2015
	<a href="#">DGCL Section 204 May Not Be Used to Ratify an Act That Stockholders Deliberately Failed to Approve</a>	Judicial Developments	August 2017
Real Estate Investment Trusts (REITs)	<a href="#">Congress Passes Reforms Restricting Tax-Free REIT Spinoffs</a>	Tax Developments	February 2016
	<a href="#">Supreme Court Holds That REIT Citizenship is Based on the Citizenship of Its Shareholders</a>	Judicial Developments	April 2016
	<a href="#">New IRS Restrictions on REIT Spinoffs Coupled with Tax-Free Mergers and Extension of “Sting Tax” Period Back to 10 Years</a>	Sidley Resources	August 2016
Rule 10b-5	<a href="#">Tenth Circuit Affirms Dismissal of Claims Based on Failure to Disclose Merger Discussions</a>	Judicial Developments	Summer 2018
	<a href="#">U.S. Supreme Court to Decide Whether a Private Right of Action Exists for Deficient MD&amp;A</a>	Judicial Developments	December 2023
Shareholder Approval Rules	<a href="#">Nasdaq Requests Comment on Potential Changes to Its Shareholder Approval Rules</a>	SEC and Regulatory Developments	February 2016
“Smaller Reporting Company”	<a href="#">SEC Proposes to Increase Financial Thresholds in “Smaller Reporting Company” Definition</a>	SEC and Regulatory Developments	August 2016
	<a href="#">SEC Increases Financial Thresholds in “Smaller Reporting Company” Definition</a>	Regulatory Developments	Summer 2018

Special Purpose Acquisition Companies (SPACs)	<a href="#">SPAC Extensions Hit Record After Coronavirus Freeze (IPO Edge)</a>	Sidley Resources	June 2020
	<a href="#">SPACs and Delaware Fiduciary Duties</a>	Sidley Resources	June 2021
	<a href="#">SPACs: A New Frontier for Shareholder Activism</a>	Sidley Resources	September 2021
	<a href="#">New School SPAC Subject to Old School Rules: Delaware Court of Chancery Rejects SPAC Sponsor’s Motion to Dismiss</a>	Judicial Developments	March 2022
	<a href="#">De-SPAC Mergers Facing Increased Scrutiny</a>	Sidley Resources	June 2022
	<a href="#">Delaware Chancery Court Validates Putative Shares Issued in and After De-SPAC Mergers</a>	Judicial Developments	March 2023
	<a href="#">SPAC in Action: Court of Chancery Applies Entire Fairness Review in Declining to Dismiss SPAC Lawsuit</a>	Sidley Resources	March 2023
Spinoffs / Reverse Morris Trusts	<a href="#">New IRS Guidance Could Affect Tax-Free Spinoffs, Including REIT Spinoffs</a>	SEC and Regulatory Developments	October 2015
	<a href="#">Treasury and IRS Issue Significant New Guidance on Tax-Free Spinoffs (Sidley Update)</a>	Sidley Resources	August 2016
	<a href="#">IRS Changes Its No-Ruling Policy on Tax-Free Spinoffs</a>	Tax Developments	October 2016
	<a href="#">Bridging the Value Gap: Making Your Reverse Morris Trust Work</a>	Analysis	March 2024
Stock Options in Mergers	<a href="#">Delaware Supreme Court Upholds Damages Award to Holders of Options Canceled in Merger</a>	Judicial Developments	August 2016
SEC – General	<a href="#">SEC Expands Confidential Review of Draft IPO Registration Statements to All Companies</a>	SEC and Regulatory Developments	August 2017
	<a href="#">SEC Chair Discusses the SEC’s Governance Agenda</a>	Corporate Governance Developments	December 2017
	<a href="#">The SEC Speaks 2018: The SEC’s Current Priorities and Conference Overview (Sidley Update)</a>	Sidley Resources	Spring 2018
	<a href="#">The 2019 SEC Enforcement Division Report: Behind the Numbers</a>	Sidley Resources	December 2019
	<a href="#">SEC Charges Company for Internal Controls Violations When It Implemented a Stock Buyback Plan Just Before Resuming Merger Discussions</a>	SEC Developments	December 2020
	<a href="#">SEC Division of Enforcement Annual Report Reveals Clear Contrast (Sidley Update)</a>	Sidley Resources	December 2020
	<a href="#">Proposed SEC Rules Would Require More Detailed, Next-Business-Day Disclosure of Corporate Buybacks</a>	Sidley Resources	December 2021
	<a href="#">SEC Division of Enforcement Annual Report Reveals Record Highs and Lows</a>	Sidley Resources	December 2021

	<a href="#">What to Expect in SEC Rulemaking: Takeaways From The SEC's Spring 2023 Regulatory Agenda</a> (Sidley Update)	Sidley Resources	June 2023
	<a href="#">Roundup of Recent SEC Enforcement Actions</a>	SEC Developments	September 2023
	<a href="#">SEC Settles Charges for Alleged Internal Accounting Controls Violations Related to Stock Buybacks</a>	SEC Developments	December 2023
	<a href="#">SEC Releases Fall 2023 Rulemaking Agenda with Plans to Finalize Climate Change Disclosure Rules by April 2024</a>	SEC Developments	December 2023
	<a href="#">U.S. SEC Division of Enforcement Reports Increase in Actions and High Recoveries in 2023 Fiscal Year</a> (Sidley Update)	Sidley Resources	December 2023
SEC Forms, Regulations, Rules, Schedules	<a href="#">Update on SEC Staff Review of Rule 14a-8(i)(9)</a>	SEC and Regulatory Developments	August 2015
	<a href="#">SEC Amends Form 10-K to Expressly Permit Summaries</a>	SEC and Regulatory Development	August 2016
	<a href="#">SEC Staff Issues Guidance Regarding the Application of Rule 701 in the M&amp;A Context</a>	SEC and Regulatory Developments	August 2016
	<a href="#">SEC Staff Provides Guidance on Schedule 13G Eligibility</a>	SEC and Regulatory Developments	August 2016
	<a href="#">SEC Issues Concept Release on Compensatory Securities Offerings and Sales</a>	Regulatory Developments	Summer 2018
	<a href="#">Inline XBRL Will Be Required For Financial Statement Information</a>	Regulatory Developments	Summer 2018
	<a href="#">SEC Requests Public Comment on Earnings Releases and Quarterly Reports</a>	Regulatory Developments	Winter 2019
	<a href="#">SEC Will Host a Roundtable This Summer on Potential Regulatory Changes to Address Short-Termism Concerns</a>	Regulatory Developments	Spring 2019
	<a href="#">Proposed Amendments to Filer Definitions Would Exempt More Issuers from Sarbanes-Oxley 404(b) Auditor Attestation Requirement</a>	Regulatory Developments	Spring 2019
	<a href="#">SEC Proposes to Modernize Auditor Independence Rules</a>	Sidley Resources	March 2020
	<a href="#">SEC to Require Electronic Filing of Forms 144 via EDGAR</a>	Sidley Resources	June 2022
		<a href="#">SEC Division of Corporation Finance Publishes Sample Comments on Deficient XBRL Disclosures</a>	SEC Developments
Standards of Judicial Review in Delaware (Corwin; C&J; Other)	<a href="#">Fifty Years of Corporate Law Evolution: A Delaware Judge's Retrospective</a> ( <i>Harvard Business Law Review</i> )	Sidley Resources	August 2015
	<a href="#">One More Step Towards Unified Business Judgment Review of Mergers</a>	Judicial Developments	December 2015
	<a href="#">SynQor: One More Step Towards Unified Business Judgment Review of Mergers</a> (Sidley Update)	Judicial Developments	December 2015

<a href="#">Approval of Merger by Fully Informed Disinterested Stockholders Invokes Business Judgment Review</a>	Judicial Developments	December 2015
<a href="#">In Delaware, Fully-Informed, Uncoerced Stockholder Vote Leads to Business Judgment Review</a>	Judicial Developments	June 2016
<a href="#">Shareholder Votes and Standards of Judicial Review</a>	Analysis	August 2016
<a href="#">Delaware Court of Chancery Addresses the Effect of Fully Informed, Uncoerced Stockholder Approval in Two Cases</a>	Judicial Developments	October 2016
<a href="#">Delaware Provides Further Guidance on Application of Business Judgment Rule to Post-Closing Damages Claims</a>	Judicial Developments	December 2016
<a href="#">Difficult in Delaware to Challenge Transactions That Have Been Approved by Disinterested and Fully-Informed Stockholders</a>	Judicial Developments	February 2017
<a href="#">Delaware Again Underscores the “Cleansing” Effect of Approval by Disinterested and Fully Informed Stockholders</a>	Judicial Developments	April 2017
<a href="#">Delaware Supreme Court Affirms <i>C&amp;J Energy</i></a>	Judicial Developments	April 2017
<a href="#">Delaware Court of Chancery Continues to Refine the Parameters of <i>Corwin</i></a>	Judicial Developments	June 2017
<a href="#">Corwin’s Outer Boundaries: No “Massive Eraser”</a>	Analysis	August 2017
<a href="#">Decision Sheds Light on the Meaning of a “Fully Informed” Stockholder Vote</a>	Judicial Developments	October 2017
<a href="#">“Exemplary Case” for <i>Corwin/Volcano</i> Cleansing Results in Delaware Court of Chancery Dismissing Complaint</a>	Judicial Developments	December 2017
<a href="#">Stockholder Vote on a Merger Was Not “Fully Informed” Because the Founder/Chairman’s Reasons for Abstaining Were Not Disclosed</a>	Judicial Developments	Spring 2018
<a href="#">Delaware Supreme Court Continues to Define the Limits of <i>Corwin</i></a>	Judicial Developments	Summer 2018
<a href="#">Delaware Supreme Court Revives Shareholder Suit Challenging CEO’s Failure to Disclose Proposed Post-Merger Compensation Increase to the Board</a>	Judicial Developments	September 2020
<a href="#">Nevada Splits from Delaware, Applies Business Judgment Rule Broadly</a>	Sidley Resources	June 2021
<a href="#">When Even “Entirely Fair” Is Not Enough</a>	Judicial Developments	September 2021
<a href="#">Corwin Cleanse Clarified: Key Lessons for Interested Directors</a>	Judicial Developments	March 2022
<a href="#">All Roads Lead to Fair Price: The <i>Tesla</i> Decision</a>	Judicial Developments	June 2022
<a href="#">Delaware Chancery Court Cancels <i>Corwin</i> for Post-Close Claims for Injunctive Relief</a>	Judicial Developments	June 2023

	<a href="#">Potential Control Does Not Equal Actual Control: Business Judgment Rule Protects Oracle-NetSuite Transaction</a>	Judicial Developments	June 2023
Sales Process	<a href="#">Dole Executives Found Personally Liable for \$148 Million for Undermining Sales Process</a>	Judicial Developments	October 2015
	<a href="#">Delaware Court of Chancery Denies <i>Corwin</i> Cleansing in Light of Sales Process Concerns</a>	Judicial Developments	June 2021
	<a href="#">Delaware Chancery Court Denies Motions to Dismiss Claims That an Activist Fund’s Board Rep Fast-Tracked Sale to Maximize Insider Trading Profits</a>	Judicial Developments	June 2022
	<a href="#">Revlon Revived: Former Executive and Private Equity Acquiror Both Held Liable for Tainted Sale Process That Failed to Maximize Stockholder Benefits</a>	Judicial Developments	March 2023
	<a href="#">Delaware Chancery Court Awards Only Nominal Damages When an Unfair Process Resulted in a Fair Price</a>	Judicial Developments	December 2023
Stockholder Proposals	<a href="#">SEC Provides Guidance on “Unbundling” Proposals in M&amp;A Proxy Statements</a>	SEC and Regulatory Developments	December 2015
	<a href="#">SEC Issues New Guidance on Excludability of Shareholder Proposals</a>	SEC and Regulatory Developments	December 2015
	<a href="#">Business Roundtable Seeks to Modernize the Shareholder Proposal Process</a>	Corporate Governance Developments	December 2016
	<a href="#">New SEC Guidance on Shareholder Proposals Calls for Increased Board Involvement</a>	Corporate Governance Developments	December 2017
	<a href="#">SEC Staff Issues Further Guidance on Excludability of Shareholder Proposals</a>	Regulatory Developments	Fall 2018
	<a href="#">SEC Staff Allows Exclusion of Shareholder Proposal Seeking a Mandatory Arbitration Provision</a>	Regulatory Developments	Winter 2019
	<a href="#">SEC Streamlines Process for Responding to Company Requests to Exclude Shareholder Proposals</a>	Corporate Governance Developments	December 2019
	<a href="#">SEC Proposes Sweeping Changes to Proxy Solicitation and Shareholder Proposal Rules</a>	Sidley Resources	December 2019
	<a href="#">SEC Staff Issues New Guidance on Excluding Shareholder Proposals Under Exchange Act Rules 14a-8(i)(7) and 14a-8(b)</a>	Sidley Resources	December 2019
	<a href="#">SEC Proposes Amendments to the Substantial Implementation, Duplication, and Resubmission Bases for Excluding Shareholder Proposals</a>	Sidley Resources	September 2022
Tax Reform / Other Tax-Related Topics	<a href="#">New Treasury and IRS Debt-Equity Tax Regulations May Impact M&amp;A Structuring and Due Diligence</a>	Tax Developments	December 2016
	<a href="#">Treasury Department Identifies Eight Tax Regulations for Potential Reform or Repeal</a>	Tax Developments	August 2017
	<a href="#">U.S. Tax Reform: Developments and Insights</a>	Sidley Resources	December 2017

	<a href="#">Tax Reform May Impact the Structuring of M&amp;A Transactions</a>	M&A Developments	February 2018
	<a href="#">New 15% Corporate Minimum Tax: Short Summary and Potential Impact on Mergers and Acquisitions (Sidley Update)</a>	Sidley Resources	September 2022
	<a href="#">New 1% Excise Tax on Stock Repurchases by Publicly Traded Corporations (Sidley Update)</a>	Sidley Resources	September 2022
	<a href="#">Voluntary Disclosures Prove a Useful Tool in Tax Liability Talks</a>	Analysis	December 2022
U.S. Supreme Court (SCOTUS)	<a href="#">How the Cases Before the Supreme Court Could Impact You and Your Business</a>	Sidley Resources	December 2023
Whistleblowers	<a href="#">Circuits Split Over Whether Dodd-Frank Anti-Retaliation Protections Apply to Internal Whistleblowers</a>	Judicial Developments	October 2015
	<a href="#">SEC Brings Additional Enforcement Actions Against Companies with Employee Agreements That Impede Whistleblowing</a>	Sidley Resources	October 2016
	<a href="#">SEC Continues to Take Enforcement Action Against Companies for Using Severance Agreements that Impede Whistleblowing</a>	SEC and Regulatory Developments	February 2017
	<a href="#">Ninth Circuit Holds Internal Reports Protected by Dodd-Frank Whistleblower Provisions (Sidley Update)</a>	Sidley Resources	April 2017
	<a href="#">U.S. Supreme Court Decision and Substantial SEC Awards May Encourage Whistleblowers to Report Directly to the SEC</a>	Judicial Developments	Spring 2018
	<a href="#">SEC Proposes Amendments to Whistleblower Rules</a>	Regulatory Developments	Summer 2018
	<a href="#">Whistleblower's Failure to Promptly Report to the SEC and Culpability Result in "Severely Reduced" Award</a>	Regulatory Developments	Fall 2018
	<a href="#">SEC Adopts Amendments to Whistleblower Program</a>	Sidley Resources	December 2020
	<a href="#">SEC Brings Enforcement Action Against Company for Using Employee Confidentiality Agreements That Impede Whistleblowing</a>	SEC Developments	June 2022
	<a href="#">Recent Enforcement Action Shows That Disclosure Controls and Whistleblower Protections Remain High SEC Priorities</a>	Regulatory Developments	March 2023
	<a href="#">U.S. Department of Justice Announces New Whistleblower Rewards Program</a>	Corporate Governance Developments	March 2024
Working Capital Adjustments	<a href="#">Delaware Court of Chancery Refers \$2.5 Billion Working Capital Dispute to Independent Accountant</a>	M&A Developments	February 2017
	<a href="#">Delaware Supreme Court Reverses Court of Chancery in Case Involving \$2 Billion Working Capital Dispute</a>	Judicial Developments	August 2017