

## Alan L. Dye

Partner

Washington, D.C.

### Biography

Public companies have sought Alan Dye's advice on complex securities law issues since he left the SEC in 1986. Best known for his co-authorship (with Peter Romeo) of the leading treatise on Section 16 of the Securities Exchange Act, Alan is a go-to lawyer for boards and general counsels seeking to navigate the often inter-related requirements of SEC rules and stock exchange listing standards.

His clients benefit from his vast knowledge, particularly regarding SEC disclosures, board and committee structure and composition, executive compensation, and compliance policies. As the annual meeting of shareholders becomes a year-long process, corporate secretaries turn to Alan for help with shareholder engagement, responding to shareholder proposals, structuring and disclosing executive compensation, and addressing the policies and recommendations of proxy advisory firms.

As a nationally recognized authority on stock trading issues, Alan helps public companies with both drafting their insider trading policies and pre-clearing insider transactions in company securities. Stock traders, too, turn to Alan for advice regarding the SEC's complex stock trading rules. Alan helps investment funds avoid Section 16(b) liability traps and defend their transactions against the 16(b) plaintiffs' bar, and helps



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### Practices

Corporate Governance  
Securities and Public Company  
Advisory  
Mergers and Acquisitions  
Capital Markets

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### Industries

Private Capital

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### Areas of focus

Accounting and Auditing  
Compensation Committee  
Disclosure and Reporting

major brokerage houses comply with Rule 144 and administer Rule 10b5-1 trading plans.

Alan is ranked in Band 1 nationwide for securities advisory work by *Chambers USA* and has been included in *Best Lawyers America* since 2006 and *Who's Who Legal* of International Corporate Governance Lawyers since 2009.

## Representative experience

Assisted numerous public companies in submitting no-action letters to the SEC regarding shareholder proposals.

Defended hedge fund in Section 16(b) action involving transactions in derivative securities.

## Awards and rankings

- Corporate Law, *The Best Lawyers in America*, 2006-2021
- Securities Regulation, *The Best Lawyers in America*, 2011-2021
- M&A and Governance, *Who's Who Legal*, 2018-2019
- M&A/Corporate and Commercial: Corporate Governance, Leading Lawyer, *Legal 500 US*, 2016-2020
- Securities: Regulation: Advisory (Nationwide), *Chambers USA*, 2006-2020
- International Who's Who of Corporate Governance Lawyers, *Who's Who Legal*, 2009-2020
- Securities & Corporate Finance, *Washington, D.C. Super Lawyers*, 2008-2016
- Top Lawyer, *Washingtonian*, 2009-2013
- Corporate/M&A & Private Equity (District of Columbia), *Chambers USA*, 2007-2008
- M&A/Corporate and Commercial: Corporate Governance, Recommended, *Legal 500 US*, 2020

Obligations

Proxy Solicitations, Shareholder Meetings, and Shareholder Proposals

Section 16 Advice

Stock Exchange Listings and Regulatory Compliance

Public Company Mergers and Acquisitions

Shareholder Activism

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## Education and admissions

### Education

J.D., The University of Georgia, salutatorian, Order of the Coif, 1978

B.A., Emory University, with high honors, 1975

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## Memberships

Former Chairman, Securities, Commodities and Exchange Committee, Administrative Law and Regulatory Practice Section, American Bar Association

Member, Advisory Board, National Association of Stock Plan Professionals

Member, Advisory Board, Securities Regulation Law Journal

Member, American Bar Association

Member, Securities Law Committee of Society for Corporate Governance

## Latest thinking and events

- Hogan Lovells Publications
  - Principles matter: SEC amends disclosure rules for business, legal proceedings, and risk factors *SEC Update*
- Hogan Lovells Publications
  - More investors to be accredited under amended SEC rules *SEC Update*
- Hogan Lovells Publications
  - Supreme Court upholds limited SEC right to obtain disgorgement in court enforcement proceedings *SEC Update*
- Hogan Lovells Publications
  - SEC amends rules on financial reporting of business acquisitions and dispositions *SEC Update*
- Hogan Lovells Publications
  - Practical insights for boards of directors in the time of COVID-19
- Hogan Lovells Publications
  - COVID-19 U.S.: Considerations for quarterly reports on Form 10-Q

Member, Board of Trustees, SEC Historical Society, 2018

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## Bar admissions and qualifications

District of Columbia

Georgia

New York

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## Court admissions

Georgia Court of Appeals

Supreme Court of Georgia

U.S. Court of Appeals, Eleventh Circuit

U.S. Court of Appeals, Fifth Circuit

U.S. District Court, Middle District of Georgia

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## Accolades

"He's the dean of the Section 16 Bar. He's one of the shortlist that sophisticated clients would go to for that work and he's a pleasure to deal with."

*Chambers*

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