

# Are You Ready for the 2014 10-K / Proxy Season?

## *Agenda*

- 12:30 – 1:00 PM      **Lunch, Registration, and Networking**
- 1:00 – 2:10 PM      **Practical Tips for the 10-K/ Proxy Season**  
**PRESENTERS:** Charlie Brawley (Lincoln Financial Group) • Leslie S. Brush (SunGard)  
Michael A. Pollner (Knoll, Inc.) • Melissa Palat Murawsky (Blank Rome LLP)  
Michael E. Plunkett (Blank Rome LLP)
- Say-on-Pay and Equity Plan Shareholder Litigation
  - Preparing for the 2014 Annual Meeting – Reaching out to Institutional Investors
  - Best Practices in Navigating Your Company’s Form 10-K Disclosures
  - Common SEC Comments on Proxy Statements and Forms 10-K
  - Conflict Minerals Disclosures
- 2:10 – 3:20 PM      **Compensation Committee Issues in 2014**  
**PRESENTERS:** Jeffrey P. Bacher (Buck Consultants) • Sean Quinn (ISS Governance)  
Yelena Barychev (Blank Rome LLP) • Francis E. Dehel (Blank Rome LLP)  
Melissa Palat Murawsky (Blank Rome LLP)
- Executive Pay in 2014
  - Preparation for Pay Ratio Disclosures
  - When Does ISS Recommend a Vote Against Compensation Committee Members?
  - Zombie Directors
  - Compensation Committee Independence Under the NYSE and NASDAQ Rules
- 3:20 – 4:15 PM      **Hot Topics**  
**PRESENTERS:** Patrick T. Pruitt (Ernst & Young LLP) • Joe Hassett (Gregory FCA)  
Yelena Barychev (Blank Rome LLP) • Francis E. Dehel (Blank Rome LLP)  
Shawn Wright (Blank Rome LLP)
- Auditors’ Communications with Audit Committees
  - Social Media and Investor Relations Can Work Together
  - FCPA Violations Are Under the Microscope
  - Political Contributions Disclosure; Whistleblower Awards
  - Brave New World of Private Placements
- 4:15 – 5:30 PM      **Reception and Networking**