Fundamentals of Securities Law

The most comprehensive securities fundamentals course on the market!

Gain a full and up-to-date understanding of securities law from experienced practitioners. Whether you are new to the field of securities law or looking for a comprehensive update on recent regulatory developments, this course provides in-depth reviews and analyses of:

- Federal securities laws
- The JOBS Act and its impact on the regulatory scheme for unregistered offerings
- Public offerings and the effect of the JOBS Act
- Obligations of a public company and the 1934 Act reporting scheme
- Insider trading liability and civil liabilities, including liabilities under:
  - The Sarbanes-Oxley Act of 2002
  - The Dodd-Frank Wall Street Reform and Consumer Protection Act
  - The JOBS Act
Alan J. Berkeley
Mr. Berkeley has more than 40 years of experience as counsel in corporate and business transactions and securities enforcement matters, and extensive professional association and academic activities. He has served for more than 25 years as co-chair of the annual ALI CLE Course of Study, Regulation D Offerings and Private Placements. His presentations are noted for their clarity, perspective, and practical guidance and his interactions with other panel members test and highlight key issues.

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Cary C. Boshamer Distinguished Professor of Law, University of North Carolina School of Law, Chapel Hill
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Denise R. Cade
Senior Vice President, General Counsel and Corporate Secretary, SunCoke Energy, Lisle, Illinois
Prior to joining SunCoke Energy, Ms. Cade was with PPG Industries, Inc., most recently as assistant general counsel, Securities and Finance, and corporate secretary. She also served as the company’s chief mergers and acquisition counsel and general counsel for the Glass and Fiber Glass division. Ms. Cade began her legal career in private practice. She was a partner at Shaw Pittman LLP in Washington, D.C. She received her Bachelor’s degree from Marquette University in Milwaukee, WI, and her Juris Doctor from Georgetown University Law Center in Washington, DC.

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Hogan Lovells US LLP, New York and Baltimore
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ALI CLE Staff: Thomas M. Hennessey
Program Attorney, Content Production (thennessey@ali-cle.org)
Thursday, May 16, 2013

8:30 a.m. Registration and Continental Breakfast

9:25 a.m. Welcome and Announcements — ALI CLE Staff

12:30 p.m. Lunch Break

VIDEO WEBCAST SEGMENT B | $299

1:45 p.m. Summary; Questions and Answers

2:00 p.m. Crowdfunding Regulations A and A+ — Prof. Hazen and Messrs. Berkeley, Dunn, and Robbins
When must a company register as a reporting company under the JOBS Act amendments?

2:30 p.m. Resales of Restricted Securities — Ms. Freed and Messrs. Berkeley, Dunn, and Robbins
- Underwriter concept
- Rule 144
- Section 4(1.5)
- Rule 144A

3:30 p.m. Networking and Refreshment Break

3:45 p.m. The Public Offering Process — Mss. Cade and Freed, Prof. Hazen, and Messrs. Berkeley, Dunn, and Robbins
- Gun jumping
- The registration statement
- The plain English requirement
- The on-ramp for emerging growth companies under the JOBS Act
- Confidential filings
- Key sections (MD&A, materiality, compensation, financials)

5:30 p.m. Questions and Answers

5:45 p.m. Adjournment for the Day
**Friday, May 17, 2013**

<table>
<thead>
<tr>
<th>Time</th>
<th>Activity</th>
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<tbody>
<tr>
<td>8:30 a.m.</td>
<td>Networking Session and Continental Breakfast</td>
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<td>**VIDEO WEBCAST SEGMENT C</td>
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<tr>
<td>9:00 a.m.</td>
<td><strong>OBLIGATIONS OF A PUBLIC COMPANY AND THE 1934 ACT REPORTING SCHEME</strong></td>
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<td><strong>Exchange Act Periodic Reporting - Ks and Qs</strong> — Mss. Cade and Freed and Mr. Dunn</td>
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<td>10:00 a.m.</td>
<td><strong>Sections 16(a)(b) and 13D</strong> — Mss. Cade and Freed</td>
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<td>10:30 a.m.</td>
<td>Networking and Refreshment Break</td>
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<td>10:45 a.m.</td>
<td><strong>Exchange Act Shareholder Interaction</strong> — Ms. Cade and Messrs. Berkeley and Dunn</td>
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<td></td>
<td>• The proxy statement</td>
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<td>• The annual meeting</td>
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<td>• Shareholder proposals</td>
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<td>• Informal disclosure</td>
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<td>• Safe harbors</td>
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<td>• Social media and the securities laws</td>
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<td>12:00 noon</td>
<td>Questions and Answers</td>
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<tr>
<td>12:15 p.m.</td>
<td>Lunch Break</td>
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<td>**VIDEO WEBCAST SEGMENT D</td>
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<tr>
<td>1:30 p.m.</td>
<td><strong>ETHICS, CIVIL LIABILITY, AND INSIDER TRADING</strong></td>
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<td><strong>Ethics</strong> — Mr. Robbins and Faculty</td>
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<td></td>
<td>• Overview of ethics and professional responsibility</td>
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<td>• General discussion of ethics hypothetical</td>
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<td></td>
<td>• Questions and Answers</td>
</tr>
<tr>
<td>2:30 p.m.</td>
<td>Networking and Refreshment Break</td>
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<tr>
<td>3:00 p.m.</td>
<td><strong>Civil Liability</strong> — Prof. Hazen</td>
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<td>3:45 p.m.</td>
<td><strong>Insider Trading</strong> — Prof. Hazan, Ms. Cade, and Mr. Berkeley</td>
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<td>• Regulation FD</td>
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<td>• Trading windows</td>
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<td>• Policies</td>
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<tr>
<td>4:15 p.m.</td>
<td>Questions and Answers</td>
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<tr>
<td>4:30 p.m.</td>
<td>Adjournment</td>
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**Total hours of instruction: 12.25, including one hour of ethics**

**14.5 CPE credit hours in Business Law (live program and group internet based program)**
Here’s what registrants have said about recent presentations of this course:

“Course was very good, especially enjoyed hearing from those who helped write the rules to get insight into what they were thinking.”

“One of the best CLE courses I’ve ever taken.”

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Program Attorney, Content Production (thennessey@ali-cle.org)
Securities law is changing. Basic concepts remain in place, but their application and implementing regulations are being revised by the Securities and Exchange Commission.

Securities law is also being changed dramatically by the 2012 JOBS (Jumpstart Our Business Startups) Act, the most significant amendment to federal securities regulation since the Securities Exchange Act of 1934. With its overview of securities regulation and its review of the JOBS Act and its impact, this course is now essential for experienced corporate lawyers and securities practitioners who need to stay ahead of the sea change in securities regulation.

There’s no better way to become or remain competitive in this complex field than to learn from the best — the most experienced teachers, practitioners, authors, and leaders. Bringing experience unsurpassed in the securities field and an academic perspective essential to understanding these rules, this faculty is especially skilled in both refreshing knowledgeable securities practitioners and guiding newcomers. In addition, their entertaining relationship with each other and the registrants is what makes this one of ALI CLE’s best and longest-running courses.

WHO SHOULD ATTEND
This course is designed for in-house counsel and private practitioners (and others) who seek a broad-based and up-to-date understanding of securities law from experienced practitioners. This course is for you if:

• You advise corporations about raising capital and compliance with federal securities regulation on a regular or problem-solving basis.
• You are getting into corporate practice and first being exposed to the day-to-day complexities of federal securities law.
• You advise public companies, even if not on SEC matters.
• You work with private companies that seek public or private financing.
• You are exposed to SEC regulatory matters but need to put things into a workable context.
• You practice securities law but have not kept current on recent significant regulatory developments and want practical and up-to-date insight.
• You work for securities lawyers or a public company.
• Your client is the subject of a Securities and Exchange Commission inquiry or investigation, even if you are not directly responsible for handling the matter.
• You hear about the SEC and want to understand what it’s all about.
Fundamentals of Securities Law

New York, NY, May 16-17, 2013 | $1,099

- Please enter _______ registration(s) CU041
- Please provide my course materials as a (choose only one):
  - Printed course book  O  USB drive

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- Audio MP3 CD-ROM (including PDFs of the course materials) | $549  AU041
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Tuition discounts

ALI CLE offers tuition discounts for full-time government employees, recent law school graduates, and retired senior lawyers. If you are a member of any of these groups, please check the appropriate box below, and the corresponding discount will be applied. Discounts valid for on-site course, live webcast, and webcast segments only. Cannot be combined with other offers.

- I am a full-time employee of the federal, a state, or a local government or governmental agency: 30% tuition discount
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SIGNATURE

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