



Securities & Fiduciary Duty Litigation

We offer value-driven excellence in defending complex securities cases as well as derivative, M&A, complex financial products and similar litigation; and all varieties of investigations. These cases are complex, expensive, and can distract directors and officers from their work. They often generate publicity that can negatively impact the company's reputation.

How we help. Seyfarth's Securities & Fiduciary Duty Litigation group has emerged as a major player in securities litigation because of its decades of experience with a unique value proposition which most other excellent firms do not have. Our group is composed of nationally recognized, highly experienced lead attorneys and experienced, well-trained associates. We deliver excellence in defending actions in this field with what we believe to be materially lower costs. As one of our clients has commented, this amounts to a true "value proposition." Our deep experience successfully defending individuals, companies, and financial institutions has given us a lead counsel role in a wide variety of securities, financial, and corporate governance disputes. These include complex securities class actions, shareholder litigation, derivative claims, and investigations arising in a variety of contexts.

Dedication to providing value in legal service delivery. We can offer our clients top-of-the-line quality of service at rates that are generally below those of comparable firms. We also achieve greater value through our award-winning use of technology, our efficient staffing and responsiveness, and effective case management methods. We also offer alternative fee arrangements.

Committed to early and ongoing case analysis. By evaluating a case at its inception and throughout its development, we are able to develop strategies and tactics designed to bring a case to an end successfully, ideally before it becomes burdensome and wastes executives' time. In securities cases, we have a strong record of achieving dismissals, at the motion to dismiss stage, or—in some appropriate circumstances—early settlement.

Outstanding and dedicated team. Our attorneys are highly rated, nationally known securities litigators, former prosecutors, former SEC enforcement staff and partners with proven experience dealing with government agencies. We also have an outstanding group of attorneys in our FINRA defense team, known for its record of success in large FINRA arbitration matters.

Our clients. We represent public companies in a wide variety of industries and financial institutions. We conduct investigations, in response to complaints, on behalf of boards and board committees, and in response to issues raised by government agencies. We also have extensive experience with post-M&A litigation, defending clients in connection with disclosures, claims and earn-out disputes. Many top D&O Carriers have in the last three years added Seyfarth to their elite securities litigation panels. These highly prized designations are a testament to our emergence as a major competitor for the most challenging work available in securities litigation because of our expertise, excellent work, and the value we provide.

Independent recognition of our work in securities litigation. Our capabilities, excellent work and results, expertise, and value-driven approach has been recognized not only by our peers and clients, but also by law firm ranking organizations, including Chambers, Legal 500, Benchmark, Best Lawyers, and LawDragon.

Our culture. Our long history of excellence and innovation has created a culture with a sense of purpose and belonging for all. Our culture drives our commitment to the growth of our clients, the diversity of our people, and the resilience of our workforce. For us, "inclusion and diversity" are more than aspirational words. They are central to our firm's culture.

A Few Samples of Our Experience

- Represented nine (9) individual directors and officers in two securities actions alleging violations of Rule 10 b-5 and state law. Plaintiffs claim that the individual defendants made misrepresentations and omissions. Seyfarth filed motions to dismiss on behalf of all defendants. Several parts of these motions were granted by the court.
- Represented a large international company in a class action securities suit alleging violations of Section 14(a), Rule 14a-9 and Section 20(a) of the Securities Exchange Act of 1934 in connection with proxy disclosure of financial projections in connection with an acquisition.
- Represented former directors and officers of a global financial service firm in connection with investigations by various government agencies, including the SEC, the New York Attorney General and the DOJ, and the defense of class action securities litigation in several states.
- Defended the directors and officers of a life sciences company in four related shareholder litigation suits stemming from an announced acquisition of the company by a biotech company through a tender offer.
- Represented shareholders in an ICC arbitration for recovery of a \$23 million purchase price adjustment to a \$125 million sale of a business to a large Spanish construction company. Represented the Audit Committee of a Fortune 100 consumer products company in connection with the company's restatement of earnings, including an extensive internal investigation, and responding to an SEC investigation.
- Defended a Chinese-based manufacturer of electronic components and two of its directors in a consolidated federal securities class action and a companion shareholder derivative suit filed in Delaware Chancery Court.
- Secured a complete defense verdict in a FINRA arbitration seeking over \$68 million for an investment bank and broker-dealer in a large FINRA arbitration involving a clearing firm in recent years.
- Represented former executive of multinational finance and insurance corporation in several civil litigation matters in federal and state courts in New York and related government investigations and enforcement actions arising out of an alleged bid-rigging practice and contingent commissions paid to insurance brokers and the restatement of the company's financial statements. The cases involved complicated accounting and regulatory issues.
- Defended pharmaceutical company in an action brought by venture capitalists alleging securities and common law causes of action stemming from a dispute over an earn-out payment.
- Represented a large Canadian bank in a proceeding in Delaware Bankruptcy Court involving allegations of breach of fiduciary duty stemming from a failed attempt to sell the company pre-bankruptcy.

Key Contacts



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