

## Services

### Securities Law Compliance

#### Practice Contact

Adam K. Brandt

#### Attorneys

Brian P. Baxter

Aaron S. Berke

Elizabeth Turrell Farrar

Jason L. Hodges

Roger E. Lautzenhiser, Jr.

Michael D. Martz

Adam L. Miller

Bruce P. Paige

Chadwick P. Reynolds

Kimberly J. Schaefer

Jeffery E. Smith

J. Bret Treier

Anthony D. Weis

Gregory J. Zelasko

Our securities clients range from Fortune 500 public corporations to middle-market companies and cover a broad range of industries, including retail, manufacturing, insurance, consumer products, home building, information technology, restaurant, financial institutions and air transportation. Our investor clients include private equity firms, private and angel investors, **family offices**, venture capital firms and various lenders.

We have extensive experience in advising our clients on federal and state securities compliance and disclosure matters, including:

- Annual (10-K), quarterly (10-Q) and current reports (8-K)
- Proxy statements and shareholder proposals
- Press releases and analyst presentations
- SEC comment letters
- Sections 13 and 16 reporting and compliance
- Securities exchange listing standard compliance
- Sarbanes-Oxley, Dodd-Frank, Regulation FD and Regulation G compliance

We use our experience to assist clients in navigating the increasingly complex, and constantly changing, regulatory framework imposed by the SEC, the NYSE and NASDAQ, as well as by state securities laws.

Our securities attorneys place a particular emphasis on developing a thorough understanding of our clients' businesses, needs and goals. We believe that this emphasis enables us to provide high-quality, tailored and efficient securities representation that is responsive to our clients.

### Representative Clients

- Abercrombie & Fitch Co.
- Air Transport Services Group, Inc.
- Big Lots, Inc.

- Diamond Hill Investment Group, Inc.
- First Financial Bancorp
- M/I Homes, Inc.
- Park National Corporation
- Peoples Bancorp Inc.
- The Scotts Miracle-Gro Company
- Worthington Industries, Inc.

## News

[News, 8.10.2021](#)

Experienced In-House General Counsel Joins Vorys; Corporate Group

[News, 8.3.2020](#)

Vorys Advises Abercrombie & Fitch Co. in Rule 144A/Regulation S Offering

[News, 10.11.2019](#)

Vorys Advises Worthington Industries, Inc. in Acquisition of Heidtman Steel Products, Inc. Facility Located in Cleveland, Ohio

[News, 10.3.2017](#)

Vorys Advises Air Transport Services Group, Inc. in Offering of Convertible Senior Notes

[News, 8.3.2017](#)

Vorys Advises M/I Homes in Rule 144A/Regulation S Offering

[News, 7.28.2017](#)

Vorys Advises Worthington Industries, Inc. in Public Offering of Senior Notes

[News, 12.19.2016](#)

Vorys Advises The Scotts Miracle-Gro Company In Offering Of Senior Notes

[News, 12.4.2015](#)

Vorys Advises M/I Homes in Rule 144A/Regulation S Offering

[News, 10.15.2015](#)

Vorys advises The Scotts Miracle-Gro Company in Offering of Senior Notes

[News, 8.26.2015](#)

Vorys Advises First Financial Bancorp. in Public Offering of Subordinated Notes

[News, 1.27.2015](#)

Miller Quoted in *Compliance Week* Story Titled "Focus on Equity Pay Plans This Proxy Season"

News, 4.16.2014

Vorys Advises Worthington Industries in Public Offering of Senior Notes

News, 3.14.2013

Vorys Advises M/I Homes in Concurrent Public Offerings of Convertible Notes and Common Shares

News, 9.14.2012

Vorys Advises M/I Homes in Concurrent Public Offerings of Convertible Notes and Common Shares

News, 1.3.2012

Vorys Named Go-To Law Firm for Ninth Straight Year by Fortune 500 Clients

News, 11.9.2011

Brandt quoted in *Corporate Board Member* article on stock buyback programs

News, 6.23.2009

Vorys announced as title sponsor of INVESTOhio equity conference

## Publications

Client alert, 12.22.2022

SEC Finalizes Amendments to Rule 10b5-1 Trading Plans

Client alert, 10.27.2022

SEC Adopts New Executive Compensation Clawback Rules

Client alert, 3.30.2022

SEC Proposes Rules to Enhance and Standardize Climate-Related Disclosures

Client alert, 12.21.2021

SEC Proposes Amendments to Rule 10b5-1 Trading Plans and Share Buyback Disclosure Rules

Client alert, 11.19.2021

SEC Adopts New Universal Proxy Rules for Director Elections

Client alert, 12.26.2018

*Securities Alert*: Securities and Exchange Commission Adopts Final Hedging Disclosure Rules

Client alert, 11.21.2018

*Securities Alert*: ISS Issues 2019 Proxy Voting Guidelines Updates

Client alert, 11.21.2017

*Securities Alert*: ISS Issues 2018 Proxy Voting Guidelines Updates

Client alert, 10.17.2017

*Securities Alert*: SEC Proposes to Modernize and Simplify Regulation S-K

[Client alert, 3.27.2017](#)

*Securities Alert:* SEC Adopts T+2 Settlement Cycle for Securities Transactions

[Client alert, 5.20.2016](#)

*Securities Alert:* SEC Updates Guidance on Non-GAAP Financial Measures

[Client alert, 8.10.2015](#)

*Securities Alert:* SEC Adopts Final Pay Ratio Disclosure Requirements

[Client alert, 7.6.2015](#)

*Securities Alert:* SEC Proposes Executive Compensation Clawback Rules

[Client alert, 5.5.2015](#)

*Securities Alert:* SEC Proposes 'Pay Versus Performance' Disclosure Rules

[Client alert, 4.3.2015](#)

*Securities Alert:* SEC Amends Regulation A Exemption to apply to Offerings of up to \$50 Million of Securities Annually

[Client alert, 2.12.2015](#)

*Securities Alert:* SEC Proposes Disclosure Rules on Hedging Policies

[Client alert, 1.13.2015](#)

*Securities Alert:* 2015 Proxy Season Action Items

[Client alert, 9.20.2013](#)

*Securities Alert:* New SEC Proposed Rules on 'Pay Ratio' Disclosure

[Authored article, \*Law360\*, 6.21.2013](#)

Trending: Broad Whistleblower Protection

[Authored article, \*The Bankers' Statement – Winter 2013\*, Winter 2013](#)

Disclosing Compensation Consultant Conflicts

[Authored article, \*The Bankers' Statement – Winter 2013\*, Winter 2013](#)

Complying with New Compensation Committee and Compensation Adviser Independence Standards

[Client alert, 11.21.2012](#)

*Securities Alert:* ISS Issues 2013 U.S. Corporate Governance Policy Updates

[Client alert, 10.3.2012](#)

*Securities Alert:* NYSE Amends Rule Filing To Correct Effective Dates of Compliance with New Compensation Committee and Compensation Adviser Independence Standards

[Client alert, 10.1.2012](#)

*Securities Alert:* NYSE, NASDAQ Propose Rules Regarding Compensation Committee and Adviser Independence

[Client alert, 6.26.2012](#)

*Securities Alert:* New SEC Rule and Disclosure Requirements Adopted Governing Compensation Committees

[Client alert, 4.9.2012](#)

*Client Alert:* Bankers Beware: Copying and Removal of Confidential Financial Institution and Supervisory Information Can Lead to FDIC Action

[Client alert, 3.9.2012](#)

*Client Alert:* House Passes Legislation that Includes Important SEC Relief for Community Banks

[Client alert, 1.26.2012](#)

*Securities Alert:* NYSE Eliminates Uninstructed Broker Voting on Certain Corporate Governance Issues

[Client alert, 11.22.2011](#)

*Securities Alert:* Summary of 2012 Updates to the ISS U.S. Corporate Governance Policy

[Client alert, 9.22.2011](#)

*Securities Alert:* Rule 14a-8 Amendments Permitting Shareholder Proxy Access Proposals are Now Effective

[Client alert, 7.27.2011](#)

*Securities Alert:* D.C. Circuit Court Vacates Proxy Access Rule

[Client alert, 5.27.2011](#)

*Securities Alert:* SEC Adopts Final Whistleblower Rules Under the Dodd-Frank Act

[Client alert, 4.4.2011](#)

*Securities Alert:* SEC Proposes Compensation Committee and Consultant Independence Rules

[Client alert, 2.15.2011](#)

*Client Alert:* Proposed Rules Issued on Incentive Compensation of Financial Institutions

[Client alert, 1.28.2011](#)

*Securities Alert:* SEC Issues Final "Say on Pay", "Say on Frequency" and "Say on Golden Parachute" Rules

[Authored article, 1.26.2011](#)

Balancing the Risks and Rewards of Incentive Compensation:

[Preparing for Bank Examinations after the Interagency Guidance on Incentive Compensation Practices](#)

[Client alert, 1.14.2011](#)

*Client Alert:* Treasury Releases Application Materials, Term Sheets and Underwriting Standards for Tier 1 Capital Investments out of the Small Business Lending Fund

[Client alert, 10.25.2010](#)

*Securities Alert:* SEC Proposes "Say on Pay" and "Golden Parachute" Rules

Client alert, 8.27.2010

*Securities Alert:* SEC Adopts Final Proxy Access Rules

Client alert, 7.19.2010

*Securities Alert:* Passage of Dodd-Frank Bill

Client alert, 6.30.2010

*Securities Alert:* Public Company Impact of Dodd-Frank Bill

Client alert, 6.10.2010

*Securities Alert:* Public Company Impact of Financial Reform Measures

Client alert, 4.19.2010

*Securities Alert:* XBRL Requirements Become Effective for All Large Accelerated Filers on June 15, 2010

Client alert, 3.17.2010

*Securities Alert:* SEC Adopts Amendments to E-Proxy Rules to Increase Shareholder Participation in the Voting Process

Client alert, 12.22.2009

*Securities Alert:* Newly Adopted Proxy Disclosures Address Risk Oversight, Compensation and Corporate Governance Matters

Client alert, 9.2009

*Securities Alert:* NYSE Proposes Modifications to Corporate Governance Listing Standards

Client alert, 7.17.2009

*Securities Alert:* SEC Issues Proposed Rule to Enhance Proxy Disclosure and Solicitation Requirements

Client alert, 7.6.2009

*Securities Alert:* SEC Approves NYSE's Elimination of Broker Discretionary Voting, Proposes New Proxy Disclosure Requirements and Proposes "Say on Pay" Vote for TARP Recipients

Client alert, 6.2009

*Securities Alert:* SEC Proposes New Proxy Access Rules To Facilitate Shareholder Director Nominations

Client alert, 6.23.2009

*Securities Alert:* The Shareholder Empowerment Act of 2009

Client alert, 6.16.2009

*Securities Alert:* Obama Administration Announces Support for Say on Pay Legislation

Client alert, 6.2009

*Securities Alert:* SEC Votes to Propose Proxy Statement Access for Shareholder Nominees

Client alert, 6.4.2009

*Securities Alert:* The Shareholder Bill of Rights Act of 2009

Client alert, 3.2009

*Securities Alert:* NYSE Proposes to Eliminate Broker Discretionary Voting in Director Elections

Client alert, 2.12.2009

*Securities Alert:* SEC Approves Final Rules Requiring XBRL

Client alert, 9.2008

*Securities Alert:* SEC Issues Emergency Order to Ease Restrictions on Issuer Repurchases

Client alert, 2.2008

*Securities Alert:* SEC Adopts Amendments to Rules 144 and 145

Client alert, 8.2007

*Securities Alert:* SEC Adopts Mandatory E-Proxy Requirements

Client alert, 8.2007

*Securities Alert:* SEC Proposes Competing Alternatives on Shareholder Access to Proxy Materials

## Speaking Engagements

Event, 12.13.2022

Webinar: Understanding the SEC's New Pay Versus Performance Rules

12.8.2017

Preparing for the 2018 Proxy and Annual Reporting Season

6.8.2017

KPMG/Vorys Directors Roundtable - Role of the Board in Assessing the Impact of the Trump Administration's Policy Initiatives

Presented by KPMG and Vorys, Sater, Seymour and Pease LLP

6.9.2016

KPMG/Vorys Directors Roundtable - How High-Impact Boards are Connecting Dots and Delivering Value

Presented by KPMG and Vorys, Sater, Seymour and Pease LLP

1.30.2015

Preparing for the 2015 Proxy and Annual Report Season -- Cincinnati

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

1.23.2015

Preparing for the 2015 Proxy and Annual Report Season -- Columbus

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

1.24.2014

Preparing for the 2014 Proxy and Annual Report Season

1.31.2013

Preparing for the 2013 Proxy and Annual Report Season--Cincinnati

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

1.25.2013

Preparing for the 2013 Proxy and Annual Report Season--Columbus

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

1.20.2012

Preparing for the 2012 Proxy and Annual Report Season

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

12.8.2011

Proxy Season Prep: Planning for the 2012 Proxy Season

Presented by Vorys, Sater, Seymour and Pease LLP

9.22.2011

INVESTOhio Equity Conference

Presented by Vorys, Sater, Seymour and Pease LLP and Crowe Horwath LLP

3.31.2011

University of North Carolina Banking Institute, 2011, Charlotte, NC

Presented by the University of North Carolina School of Law's Center for Banking and Finance

2.5.2010

Preparing for the 2010 Proxy and Annual Report Season

Presented by Vorys, Sater, Seymour and Pease LLP

11.3.2009

Amendment to NYSE Rule 452-What You Need to Know

Presented by Vorys and The Altman Group