



R. Douglas Harmon

Partner

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Doug Harmon leads the firm's Securities & Corporate Governance Group and its Public Company Growth & Compliance Group and co-leads the Governance, Risk & Compliance Group. With more than 30 years of experience, he represents domestic and international public and private entities in a full array of capital markets and finance, merger and acquisition, securities compliance, and corporate governance, risk, and compliance matters. The Compliance Certification Board has accredited him as an Certified Compliance & Ethics Professional (CCEP and CCEP-International)®.

Doug has worked with clients from a wide range of industries, including energy, financial services, manufacturing, retail, sports and entertainment, and technology.

He has been honored as one of Woodward/White's *The Best Lawyers in America* in Securities Law since 2007 and is a member of the Energy Bar Association.

REPRESENTATIVE EXPERIENCE

- Represented clients in all types of domestic and international capital market transactions, including high-yield, investment grade and convertible debt offerings, primary and secondary equity offerings, tender and exchange offers, acquisition financing, initial public offerings, and private placements.
- Counseled clients on corporate finance transactions, including secured and unsecured credit facilities, commercial paper programs, debt and equity restructurings, stock repurchases, and special dividends.
- Represented clients in mergers and acquisitions, joint ventures, spinoffs and venture capital, private equity investments, and other business combinations.
- Advised clients on SEC and stock exchange reporting and disclosure obligations, and related compliance matters.
- Counseled clients on all types of governance policies, procedures, and activities, including special board committee matters.
- Developed and implemented ethics, risk, and compliance programs.



CHARLOTTE OFFICE



PRACTICE AREAS

Public Company Growth & Compliance
 Mergers, Acquisitions & Joint Ventures
 Venture Capital & Emerging Companies
 Securities & Corporate Governance
 Business Law
 Governance, Risk & Compliance
 Cybersecurity & Data Privacy



EDUCATION

Duke University
 JD, 1983
 Tulane University
 BA, *summa cum laude*, 1980



ADMISSIONS

North Carolina, 1983



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- Implemented a \$170 million at-the-market equity offering program.
- Provided securities disclosure and compliance advice regarding the \$4.5 billion merger of two public companies.
- Led a \$100 million sale of a manufacturing business to a private equity fund.
- Led a public equity offering by a regulated entity that included a derivative forward sale component.
- Completed a complex debt restructuring during the recent recession that included a Rule 144A/Regulation S private placement, registered exchange offer, tender offer redemption of existing debt, and bank credit facility amendment and restatement.
- Advised the special committee of the board of directors of a distressed financial institution regarding its successful merger into another distressed financial institution.

CLIENT ALERTS

- "Cyberfraud Victims May Have Violated SEC Internal Control Requirements: Adding Insult to Injury," November 2018
- "Parsing the SEC's Recent Disclosure Amendments," August 2018
- "SEC Amends Rules to Require Inline XBRL Reporting," July 2018
- "Linking Stock Buybacks and Insider Sales: An SEC Commissioner's Concerned Perspective," June 2018
- "Board Engagement: The Ethics and Compliance Missing Link," June 2018
- "Corporate Sustainability Focus Continues to Trend Upward," May 2018
- "Don't Overlook the SEC's Cybersecurity Governance Guidance," March 2018
- "Five Common Compliance Myths," February 2018
- "SEC Amends NYSE's After Market Announcement Rule," January 2018
- "SEC Guidance Regarding the Tax Cuts and Jobs Act," January 2018



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- "The U.S. Justice Department's Latest Compliance Program Warning," December 2017
- "Activist vs. Institutional Investors, and the Role of Sustainability," December 2017
- "Recent SEC Comment Letter Trends," November 2017
- "The SEC's Disclosure Modernization Proposals," November 2017
- "The New Auditor Reporting Standards," November 2017
- "Evolution of the General Counsel: A TerraLex Report," October 2017
- "The NYC Comptroller and Pension Funds Boardroom Accountability Project 2.0," October 2017
- "Pay Ratio Disclosures Are an Employee-Relations Opportunity ... Really," October 2017
- "New SEC Pay Ratio Disclosure Guidance," September 2017
- "An Exhibit Hyperlink Reminder," August 2017
- "The SEC Approves More Amendments to NYSE's Notice Requirements," August 2017
- "Revisiting Rule 10b5-1 Trading Plans," August 2017
- "An Unexpected Free Cash Flow Comment from the SEC Staff," August 2017
- "Virtual Coins are 'Securities' After All," July 2017
- "Insider Trading: Five Reminders From the SEC Division of Enforcement," July 2017
- "What's Happening With Pay Ratio Disclosures?," July 2017
- "What Lawyers Should Know About the New Auditor's Report Revisions," June 2017
- "Sustainability Reporting After the Paris Climate Accord," June 2017
- "Introducing a Fresh Perspective on Governance, Risk and Compliance," June 2017
- "Brexit's Impact on the U.S. Capital Markets," May 2017
- "Thwarting Shareholder Activism Through Engagement," May 2017



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- "A Compliance Calendar Tip: Update for T+2," May 2017
- "Jay Clayton Confirmed as SEC Chairman," May 2017
- "Whistleblower Retaliation Remains in the SEC's Crosshairs," April 2017
- "Securities Act and Exchange Act Form Revisions," April 2017
- "Conflict Minerals: What Just Happened and What Didn't," April 2017
- "The Downside of Sustainability Reporting," April 2017
- "Don't Forget the Say-on-Frequency Form 8-K," March 2017
- "Sustainability Reporting Continues to Mature," March 2017
- "It's Official: Exhibit Hyperlinks Are Here (Almost)," March 2017
- "NYSE's Annual Guidance Memo," February 2017
- "The Demise of Pay Ratio Disclosures?", February 2017
- "More Conflict Minerals Drama," February 2017
- "Long-Term, Principles-Based Governance: A New Paradigm," February 2017
- "It's Time to Consider Virtual Annual Meetings," January 2017
- "Election Result Risk Factors," January 2017
- "The Year in Review: Top 10 Developments From 2016," January 2017
- "Fixing the Shareholder Proposal Process," January 2017
- "Frequent Topics for SEC Comment," January 2017
- "Tips for Seeking Shareholder Approval of Equity Benefit Plans," December 2016
- "A Say-on-Frequency Reminder," December 2016
- "Loss Contingency Disclosures—A Warning from the SEC," December 2016
- "The FTC's New Data Breach Response Guide (and a Reminder)," November 2016
- "Accounting Standard Transition Disclosures under Scrutiny by the SEC," November 2016

Related Practices:

Public Company Growth & Compliance • Mergers, Acquisitions & Joint Ventures •
Venture Capital & Emerging Companies • Securities & Corporate Governance •
Business Law • Governance, Risk & Compliance • Cybersecurity & Data Privacy



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- "Overdue Relief from Sending Glossy Annual Reports to the SEC," November 2016
- "SEC Proposes Rules to Require Universal Proxy Cards and other Changes," November 2016
- "Pay Ratio Disclosure Guidance from the SEC (and a Reminder)," October 2016
- "Section 16 Reporting: The SEC is Watching," October 2016
- "T+2 is on the Way (Finally)," October 2016
- "Tandy Reps are No More," October 2016
- "Limits on 401(k) Plan Brokerage Windows," September 2016
- "Quiet Period Best Practices," September 2016
- "IEX: The New Slower-Is-Better Securities Exchange," September 2016
- "Exhibit Hyperlinks are Coming," September 2016
- "Non-GAAP Disclosure Controls and Procedures," August 2016
- "The SEC Nixes Contractual Waivers of Whistleblower Recoveries," August 2016
- "The Rise of Principles-Based Corporate Governance," August 2016
- "New Nasdaq Disclosure Requirement—Third-Party Payments to Directors," August 2016
- "New SEC Guidance for Rule 144A/Exxon Capital Debt Exchanges," July 2016
- "Sustainability Reporting Gains Momentum," July 2016
- "U.K. "Leave" Vote Disclosures—What Now?," June 2016
- "A Handy Archive of Public Company Capital Markets, Governance, Compliance and Other Information," June 2016
- "The NLRB Continues to Monitor Social Media Policies," June 2016
- "(Too) Much Ado About (Almost) Nothing—The Recent Form 10-K Amendment," June 2016
- "Practical Tips for Effective Corporate Compliance," June 2016
- "New SEC Guidance Helps Close the GAAP," May 2016



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- "New Auditor Disclosures and Filing Requirements," May 2016
- "Accounting Standard Transition Disclosures—A Reminder from the SEC," May 2016
- "The Quiet Demise of Director Meeting Fees," May 2016
- "The SEC's New Registration Fee Estimator," April 2016
- "The SEC's Non-GAAP Drumbeat Grows Louder," April 2016
- "New SEC Guidance on Proxy Card Descriptions," April 2016
- "International Reporting Tightens at NYSE as Competition from Europe Heats Up," March 2016
- "The Next Level of Investor Communication," March 2016
- "The New Lease Accounting Standard—What Lawyers Need to Know Now," March 2016
- "Is that Letter of Intent Binding?", March 2016
- "The Fundamentals of Social Media Communication Compliance," March 2016
- "Considering Stewardship and Corporate Governance in the UK," February 2016
- "Mixed Enforcement Messages (and What's in a Name?)," February 2016
- "Beefing Up Director Compensation Disclosures," February 2016
- "It's Time Again (sigh) for Conflict Minerals," February 2016
- "Enforcement Heats Up at the SEC," February 2016
- "Overboarding—How Many Directorships are Too Many?", January 2016
- "Corporate Governance Considerations in Light of the Yates Memo," January 2016
- "A Public Company Forum (Winter 2016) Reminder," January 2016
- "Insider Trading—An Update on Newman and Tippee Liability," January 2016
- "PCAOB's New Audit Disclosure Rule," December 2015
- "Earnings Release Pitfalls and Reminders," December 2015

Related Practices:

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- "Join Us at the Winter 2016 Public Company Forum," December 2015
- "The Year in Review—Top Ten Developments from 2015," December 2015
- "Political Spending Disclosure Goes Mainstream," November 2015
- "New M&A Proxy Statement Unbundling Guidance," November 2015
- "The PCAOB's Enhanced Auditor Performance Standards—Be Sure You're Ready," November 2015
- "A New Shareholder Proposal Staff Legal Bulletin—Just in Time for Proxy Season," November 2015
- "Cybersecurity at Small and Midsize Businesses," October 2015
- "Prepping for Proxy Season," October 2015
- "The Profile of a Whistleblower," October 2015
- "Addressing Cybersecurity in Board Committee Charters," September 2015
- "What is a Public Benefit Corporation Anyway?", September 2015
- "NYSE Amends Its Notice and Trading Halt Rule," September 2015
- "Good News for Compensation Committees," September 2015
- "Recent DGCL Amendments of Note," August 2015
- "Pay Ratio Disclosure: Lemonade from Lemons," August 2015
- "What is Crowdfunding Anyway?", July 2015
- "Three Post-Proxy-Season Thoughts," July 2015
- "The SEC Considers Updating Audit Committee Disclosures," July 2015
- "Protecting Director Equity Grants from Entire Fairness Review," July 2015
- "Are Universal Proxy Ballots On the Way?", July 2015
- "The Interplay of Regulation FD and Stock Exchange Timely Alerts," July 2015
- "At Last—the SEC's Compensation Clawback Proposal," July 2015

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- "The Public Company Growth & Compliance Website Launches," June 2015
- "The DOJ's Cyber Incident "Best Practices" Guidance," June 2015
- "Liability for Statements of Opinion—New Clarity from the Supreme Court," June 2015
- "Expanded Audit Committee Responsibilities—New Auditing Standard No. 18," June 2015
- "A Forum Reminder and a Website Announcement," June 2015
- "Announcing the Public Company Forum (Version 2.0)," May 2015
- "The New Pay-for-Performance Proposal—A Misstep by the SEC," May 2015
- "Another Whistleblower Award Wrinkle," April 2015
- "The SEC Enforces Whistleblower Protection from Confidentiality Agreements," April 2015
- "The New Revenue Recognition Standards—What Lawyers Should Know," March 2015
- "A Sea Change in Proxy Access?," March 2015
- "The Latest from Warren Buffett," March 2015
- "User-Friendly 10-Ks—The Next Step in Shareholder Engagement ," March 2015
- "Full Dissemination of Information—How Many Days?," March 2015
- "Mid-Cap Governance Roadshows Trending Upward," February 2015
- "SEC Proposes Long-Awaited Hedging Disclosure Rules," February 2015
- "Expediting Debt Tender and Exchange Offers," February 2015
- "Data Breach Preparedness Continues to Lag," February 2015
- "Litigation Disclosures Can Constitute Title VII Retaliation," January 2015
- "SEC Reverses Course on Proxy Exclusions for Certain Shareholder Proposals," January 2015
- "More Forum Selection Affirmation from Delaware," January 2015



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- "Using Board Executive Sessions to Manage Enterprise Risk ," December 2014
- "What's New with Insider Trading ... and What's Not ," December 2014
- "IRS Monitoring of Tax Disclosures," December 2014
- "Emerging Sustainability Reporting Standards," December 2014
- "Safeguarding a Whistleblower's Identity ," December 2014
- "Posting Non-GAAP Financial Measures on Social Media ," November 2014
- "What's Next for COSO's New Framework? ," November 2014
- "Disclosure Effectiveness—Getting a Jump on the SEC's New Initiative ," November 2014
- "Governance Responses to the PCAOB's New Related Party Rule ," October 2014
- "The Inspector of Elections—A Refresher ," October 2014
- "SEC Comment Letters—A New Twist on Insider Trading?", October 2014
- "Re-evaluating the Board Evaluation," October 2014
- "Coca-Cola's New Equity Stewardship Guidelines," October 2014
- "Takeaways from the Latest Whistleblower Awards ," September 2014
- "Company Liability for Insider Stock Ownership Reports ," September 2014
- "Forum Selection Bylaws—More Good News," September 2014
- "Don't Forget About Conflict Minerals ," September 2014
- "Considering a Director Emeritus," September 2014
- "Creative Shareholder Engagement—Director Videos? ," August 2014
- "More from ISS—Equity Plan Data Verification ," August 2014
- "Shareholder-Director Engagement—The Latest Governance Trend?", August 2014
- "Earnings Call Q&A: What if There are No Qs?", July 2014
- "Disclosing a CEO's Illness: Privacy vs. Transparency," July 2014



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- "An XBRL Prod from the SEC," July 2014
- "When Should You Disclose an SEC Investigation?", July 2014
- "The U.S. Supreme Court Adds Another Weapon Against Stockholder Class Actions," June 2014
- "Sustainability Reporting—Something to Consider," June 2014
- "Weak Succession Planning Remains a Problem," June 2014
- "Why Lawyers Should Care about the New COSO Framework," June 2014
- "The NYSE Updates Its Telephone Alert Rule," June 2014
- "Quarterly Updating of Risk Factors," May 2014
- "Fee-Shifting Bylaws—Novel Protection from Stockholder Litigation," May 2014
- "Risk Oversight Committees—An Idea Whose Time Has Come," May 2014
- "It's Prime Time for Shareholder Engagement," May 2014
- "More SEC Social Media Guidance—Don't Be Left Behind," April 2014
- "Conflict Minerals—Yet Another Update," April 2014
- "Cybersecurity Disclosure Heats Up," April 2014
- "An Insider Trading Reminder from the SEC," April 2014
- "Is it Time to Reconsider Earnings Guidance?", March 2014
- "Disclosure of Material Information—NYSE Telephone Alerts," March 2014
- "Proxy Statement Enterprise Risk Management Disclosure—A Missed Opportunity," March 2014
- "Clawback Policies—What to Do?", February 2014
- "Closing the Conflict Minerals Loop—Ongoing Compliance," February 2014
- "Board-Level Risk Management—Bridging the Gap," February 2014
- "ISS's New Governance QuickScore 2.0," January 2014
- "Proxy Statement Unbundling—New Guidance for an Old Rule," January 2014
- "A Setback for Mandated Political Spending Disclosure," January 2014



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- "Proposed Regulation A+: Nothing to Worry About," January 2014
- "Enhanced Auditor's Report—Latest Developments," January 2014
- "The CEO Makes More Than Me?", October 2013
- "Keys to an Effective Communications Program," October 2013
- "The Link between Risk Management and Compliance," October 2013
- "Q&A: Is it a perk?", October 2013
- "Reimbursing Director Expenses — What's the Plan?", June 2013
- "In the News: Stock Buybacks and 10b5-1 Plans," June 2013
- "An Anti-Corruption Compliance Reminder," June 2013
- "The "New" Public Company Forum," June 2013
- "Determining Risk Appetite," June 2013
- "Your Questions, Our Answers: SEC Comment Letters," March 2013
- "Doug's Note: Crisis Management," March 2013
- "Public Company Forum: Winter 2013," March 2013
- "The Burden of Independence," March 2013
- "Between a Rock and a Hard Place: The Remix," March 2013
- "Your Questions, Our Answers: Whistleblower Update," November 2012
- "Doug's Note: In this Issue...", November 2012
- "Between a Rock and a Hard Place: Conflict Minerals Compliance," November 2012
- "Is It Proxy Season Already?", November 2012
- "Public Company Forum: Fall 2012," November 2012
- "Doug's Note: A Moment of Sanity?", July 2012
- "Class Action Liability for High 401(k) Fees: Tussey v. ABB, Inc.," July 2012
- "Dodd-Frank Act Progress Report: Summer 2012 (with a JOBS Act Update for Good Measure)," July 2012
- "My Name is Bond, James Bond (...Actually, it's Jim Bonde and I work down in Accounting...): Lessons from a Resume Scandal," July 2012



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- "Shedding Light on Blackout Periods," July 2012
- "Public Company Forum: Summer 2012," July 2012
- "What's Market? Are Non-Binding Auditor Ratification Votes "Required?"," April 2012
- "Public Company Forum: Spring 2012," April 2012
- "Don't Pay Me, or Else! Extorted or Culturally Compelled Payments to Foreign Officials," April 2012
- "Say on Pay: We Got an "A+." Should We Still Worry?," April 2012
- "What's New With Stock Buybacks?," April 2012
- "Dodd-Frank Act Progress Report: Spring 2012," April 2012
- "Angry Birds and Board Books: The Case for Electronic Board Portals," January 2012
- "Dodd-Frank Act Progress Report: Winter 2012," January 2012
- "Shedding Light on Political Spending," January 2012
- "Attorney-Client Privilege – A Public Company Gotcha," January 2012
- "Public Company Forum Newsletter: Winter 2012," January 2012
- "What's Market? Are Press Releases Passé?," October 2011
- "A Proxy Advisor's Negative Recommendation on Say-on-Pay: How Much Should You Care?," October 2011
- "Dodd-Frank Act Progress Report: Fall 2011," October 2011
- "Is it Bigger than a Breadbox? Navigating Materiality," October 2011
- "Director Diversity = Dollars," October 2011
- "Public Company Forum Newsletter: Fall 2011," October 2011
- "Risky Business: Effective Compliance Programs," July 2011
- "Public Company Forum Newsletter: Summer 2011," July 2011
- "The SEC's New Whistleblower Rules: Now What?," July 2011
- "Dodd-Frank Act Progress Report: Summer 2011," July 2011
- "Challenges for 2011: Recovery and Compliance," February 2011



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- "SEC Adopts Final Rules on Enhanced Compensation and Corporate Governance Disclosure for 2010 Proxy Season," December 2009
- "NYSE Rule Changes Affect 2010 Corporate Governance Practices and Proxy Season," December 2009
- "Amended Broker Voting Rules to Impact Director Elections in 2010," July 2009
- "SEC Provides Guidance on Public Company Websites," August 2008
- "SEC Eases Stock Resale Restrictions by Amending Rules 144 and 145," December 2007
- "SEC Provides Internal Control Guidance," July 2007
- "The SEC Proposes New Category of "Accredited Investor"," January 2007

PUBLICATIONS

- "Corporate Social Responsibility After the Paris Climate Accord," TerraLex Connections, October 2017
- "How Corporate Social Responsibility Advances Culture," Charlotte Business Journal, September 2017
- "The Board's Overlooked Role in Compliance," Corporate Compliance Insights, August 2017

SPEAKING ENGAGEMENTS

- "The Board's Essential Role in Compliance and Ethics Programs and Tips for Making It Happen," Society of Corporate Compliance and Ethics, Utilities and Energy Conference, February 2019
- "Linking Compliance Requirements to Enhance Corporate Social Responsibility Efforts," Parker Poe GRC Forum, September 2017



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HONORS

- Woodward/White's *The Best Lawyers in America* in Securities/Capital Markets Law and Mutual Funds Law, 2007-2019; Securities Regulation, 2011-2019
- Martindale-Hubbell AV® Preeminent™ in Securities & Corporate Governance; Mergers; Acquisitions & Joint Ventures; Venture Capital & Emerging Companies; Corporate; Business Law; Enterprise Risk Management
- Phi Beta Kappa