

Regulations 101

December 8, 2011 — New York, NY
8 am — 5 pm



BECOME YOUR COMPANY'S IN-HOUSE EXPERT ON REGULATIONS AND COURT DECISIONS THAT DEFINE INVESTOR RELATIONS.

This important seminar provides a comprehensive overview of regulations and court decisions that impact financial disclosure, governance issues, self-regulating organizations (NYSE and NASDAQ) reporting, governance requirements, and civil and criminal liabilities.

This one-day seminar goes beyond text book instruction to provide small group discussion and application of regulatory issues to hypothetical cases. Your presenters are a team of experts from the law offices of Paul Hastings, and **Mary Beth Kissane, JD**, Principal, Walek & Associates and Founder, Corporate Perception Research LLC.

Seminar Objectives

By the end of the day, you will be able to:

- Explain the basic reporting requirements of public companies
- List the federal agencies and self regulating organizations (SROs) to whom a corporation has reporting obligations
- Discuss corporate governance issues that impact investor relations
- List the periodic reports that public companies must file with the SEC
- Discuss the impact of Sarbanes Oxley, Reg FD, and Reg G

Topics Include

- Reg FD** — and how recent court decisions have interpreted the regulation.
- Sarbanes-Oxley** and **Reg G** — the impact on your investor relations program.
- Dodd Frank** — the latest on new regulations.
- Corporate governance** — issues that influence investor relations.
- Periodic filings** — all the reports that public companies must file with the SEC.
- Reporting requirements** of public companies, the agencies responsible, and how SEC requirements differ from those of the self-regulating organizations (SROs).

Who Should Attend?

Everyone working in IR needs to understand these rules and regulations. Investor relations professionals, both corporate and counselors, CFOs and financial communications professionals who want a primer on the regulations that impact investor relations will benefit from this comprehensive overview. There are no pre-requisites or advance preparation needed for attending this seminar.

Thanks to our sponsor Paul Hastings

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“Attending this seminar provided a valuable learning and relationship-building experience for me and my company’s counsel.”

Doug Wilburne, Vice President, Investor Relations, Textron Inc.

Regulation

Registration Fee

\$749 – NIRI members **\$949** – Nonmembers

Register online at: www.niri.org or use the registration form in this document.

Bring a second person
from your company and save \$100!
(use registration form for discount)

Confirmation

You will receive confirmation of your registration in approximately 10 days. If you do not receive a confirmation in that time, please contact NIRI at 703-506-3570 or professionaldevelopment@niri.org.

Seminar Site

December 8, 2011

Law Offices of Paul Hastings
75 East 55th Street
New York, NY 10022
212-318-6000

What's Included?

A portfolio including all teaching materials and resources.

A copy of *NIRI's Standards of Practice for Investor Relations*, a must for all IROs.

A list of participants for your future networking use, including postal and e-mail addresses.

Continental breakfast, lunch and refreshment breaks in morning and afternoon

A certificate of attendance is available on request.

Hotel Accommodations

You are responsible for making your own hotel reservations. Mention 'Paul Hastings' for a discount at the following hotels:

[The Shoreham](#) (one block from Paul Hastings NYC office) - Contact Laura Tsoumas at 212.277.8743

[The Kimberly Hotel](#) - Contact Marcia Skyers-James at 212.755.0400

[Le Parker Meridien](#) - Contact Martina Mitchell at 212.708.7457

[The Benjamin](#) - Contact Christopher Shiel at 646.424.2647

If you have questions about hotel accommodations, please contact Sharon Wall at NIRI 703-506-3579 or swall@niri.org.



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Cancellation Policy

If you have an emergency and need to cancel your registration, you must send your request to NIRI in writing, and we recommend that you keep a copy for your records.

If we receive your cancellation at least a week in advance, you will receive a full refund, minus \$100 administration fee. We cannot refund your money with less than a week's notice, but contact us as soon as possible about sending someone else in your place.

Refunds are processed within one month of the seminar. For more information about NIRI's administrative policies, to send us a complaint, or to request a refund or cancellation, please contact professionaldevelopment@niri.org.

About NIRI

Founded in 1969, NIRI is the professional association of corporate officers and investor relations consultants responsible for communication among corporate management, shareholders, securities analysts and other financial community constituents. The largest professional investor relations association in the world, NIRI's more than 3,500 members represent 2,000 publicly held companies and \$5.4 trillion in stock market capitalization.

Seminar Agenda — Draft, subject to change

8 – 8:30 a.m.	Registration and Continental breakfast
8:30 a.m.	Welcome and Introductions
8:35 – 9:30 a.m.	What <u>is</u> a Public Company? Rules from the SEC, NYSE and NASDAQ Public company reporting Periodic reports and real-time reporting
9:30 – 9:45 a.m.	Break
9:45 – 10:45 a.m.	Public Company Reporting (cont.) Executive compensation and proxy issues Certifications, MD&A, S-3, Civil & criminal liability
10:45 – 11 a.m.	Break
11 a.m. – 12 noon	Corporate Governance Sarbanes-Oxley NYSE and NASDAQ Civil & criminal liability
12 – 12:30 p.m.	Public Disclosure Practices Under Regulations FD, G and M-A Case Study #1 presentation
12:30 – 1:30 p.m.	Buffet Lunch
1:30 – 2:00 p.m.	Case Study #1 discussion and analysis
2:00 – 2:30 p.m.	Regulation FD Finding Your Voice
2:30 – 2:45 p.m.	Break
2:45 – 3:30	Regulation FD (cont.) Regulation G Safe Harbor for Forward-Looking Statements Regulation M-A
3:30 – 3:45 p.m.	Break
3:45 – 4:45 p.m.	Hypothetical Corporation Case Example Break-Out Session and Group Discussion In this small group activity, you will be given a role in a hypothetical corporation. You will analyze a real-world situation and decide on the best response to the issue in getting ready for a conference call or other communication.
4:30 – 5:00 p.m.	Wrap-Up, Summary
5:00 – 7:00 p.m.	Cocktail Reception with NIRI-NY Chapter



2011 Professional Development Registration Form

You may register online at www.niri.org

NAME _____		(PLEASE TYPE OR PRINT LEGIBLY WITH INK PEN)	NIRI MEMBERSHIP NO. _____
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ANY SPECIAL DIETARY OR PHYSICAL NEEDS? _____			

Payment:

Full payment must be received at the time of registration. Registrations received without full payment will not be processed.

All NIRI memberships are individual memberships, not corporate memberships. Only members of NIRI are permitted to register as members; all others must pay the nonmember rate. NIRI reserves the right to make changes or cancel any program. If you have any questions, please call (703) 506-3570.

If NIRI decides to cancel this seminar for any reason, you are responsible for any charges you incur with the hotel, airline or travel costs. Program content is subject to change.

Please enroll me in:

Regulations 101

December 8, 2011 — 75 East 55th Street, New York, NY 10022

Fee: \$749 members; \$949 nonmember

I am a: ___ NIRI Member ___ Nonmember

Bring your corporate counsel or another colleague from your company and get a \$100 discount on each additional registration.

Additional Attendee

NIRI Member: \$649 Nonmember: \$849

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