

Tulane University Law School
29th Annual Corporate Law Institute
March 30-31, 2017
Roosevelt Waldorf Astoria Hotel
New Orleans, Louisiana

March 30

8:20 – 8:30 – **Welcoming Remarks**
Dean David Meyer, Tulane Law School

8:30 – 9:15 – **Global M&A Deal-making**

What's Ahead in an Uncertain World - An experienced global M&A banker reviews the state of deal-making activity and provides his outlook for the remainder of 2017 as well as the potential effects of global political and economic uncertainty on the M&A marketplace. **Kurt Simon, Global Chairman of Mergers & Acquisitions, J.P. Morgan**

9:15 –10:45 – **M&A Practice: 2017**

Experienced dealmakers will discuss current issues in M&A deal-making, including working with both potential buyers and sellers in dealing with the continuing high number of "failed" deals. The panel will also address the effect on structuring transactions and on advising directors of target companies of significant changes in deal litigation resulting from several recent Delaware cases, including Trulia and Corwin. The panel will hear from the Chief of the Office of M&A on current "hot topics" at the SEC. In addition, the panel will offer their views on the effect the Trump administration has had on deal-making to date and offer their views as to the path forward in 2017. **Eileen Nugent (moderator), Chief Justice Leo Strine, Ted Yu, Gar Bason, Bill Lafferty and Kurt Simon**

10:45 –11:00 – Break

11:00 – 12:15 – **The Return of Appraisal Rights – Who Would Have Expected an Impact on Deal-Making in 2017?**

This panel will discuss the current state of the law regarding valuation in appraisal actions including the role (if any) played by the deal price; the impact that appraisal law and practice is having or may have on deal structuring and contractual provisions (including closing conditions and termination rights relating to the exercise of appraisal rights); the effect of appraisal arbitrage funds on M&A transactions; and whether further changes to the Delaware appraisal statute are advisable. **Chancellor Andre Bouchard and Victor Lewkow (co-moderators), David Margules, Rob Saunders and Eric Swedenburg**

12:15 – 1:45 – Lunch

1:45 – 2:45 – **Perspectives on Activism**

Two senior executives – a founding partner and the Chief Investment Officer of Trian and the Chairman and CEO of The Bank of New York Mellon – will discuss their real-life experiences with activism from their unique perspectives as well as share their general views of shareholder activism and its effects on management, directors and stockholders of public companies as well as the trading markets. *Ethan Klingsberg (moderator) Ed Garden and Gerald Hassel*

2:45 – 3:00 – Break

3:00 – 4:15 – **Current Issues in Activism**

Following the discussion on shareholder activism, panelist's expert in different aspects of activism and its effects will discuss the continuing impact of shareholder activism on companies, boards of directors and investors from both the corporate and activist perspective focusing on preparedness, engagement and dealing with various outcomes. *David Katz (moderator), Dan Burch, Chris Cernich, Joele Frank, Brian Schorr and Steve Wolosky*

4:15 – 5:30 – **Delaware Developments**

Panelists will analyze and discuss significant opinions rendered over the last year by Delaware Chancery and Supreme Court and their effect on M&A deal-making, including director independence rulings, MLP cases, and cases and developments after Trulia and Corwin. *Peter Walsh (moderator), Vice Chancellor Samuel Glasscock, Joel Friedlander, Ted Mirvis, Elena Norman and Lisa Schmidt*

5:45 – 7:00 – **Cocktail Reception in the Blue Room of the Roosevelt Hotel**
Sponsored by the Office of the Delaware Secretary of State

March 31

8:00 – 8:15 – **Welcoming Remarks**

Michael Fitts, President, Tulane University

8:15 – 9:00 – **M&A Media Issues – What Lawyers Should Know**

Well-known journalists and other media participants discuss various legal issues dealing with shareholder communications and other issues in complying with deal disclosure regulations and practices. *Rob Kindler (moderator), David Benoit, David Faber, Steve Lipin, Alex Sherman and Andrew Ross Sorkin*

9:00 – 10:15 – **Current Regulatory Issues in Cross-Border Deal-Making**

This panel will deal with the difficult regulatory environment faced in deal-making today, especially in cross-border deals, including techniques used in meshing US securities laws with the corporate and securities requirements of other jurisdictions, increased worldwide enforcement of antitrust regulations, CFIUS and other foreign investment regulations and other deal practice issues. *Peter Lyons and Keith Pagnani (co-moderators), George Casey, Richard Hall and Claire Jeffs*

10:15 – 10:30 – Break

10:30 – 11:45 – **Current Issues in Private Equity**

This panel will address issues facing private equity deal-making today from both the buy and the sell sides of a transaction including competing with strategic bidders, financing issues, dealing with financial advisors and conflict issues, the reach of NDAs and their effect on private equity practices and negotiating deal terms. *Adel Aslani-Far (moderator), Justice Collins J. Seitz Jr., John Finley, Ross Fieldston and Scott Luftglass*

11:45 – 1:00 – **Keeping Secrets: Confidentiality Issues in Public Company Deals**

These panelists will address from a practitioner's view the full range of matters involved or relating to protecting the confidentiality of a deal in the early stages, including the size of deal teams, practices followed with respect to employees, "clean teams" and related issues and avoiding leaks or dealing with them (especially in cross-border setting.) The group will also focus on practices relating to "selling the deal" from both the acquirer and the target perspective. *Creighton Condon (moderator), Paul Choi, David Feirstein and George Sard*

1:00 – 1:15 – Lunch Break (Box Lunch Available)

1:15 – 3:15 – Ethics and Professionalism

This panel will focus on recent developments involving ethics and privilege that have practical implications for corporate practitioners and litigators. *John Villa (moderator), James Barkley, Adam Fliss, Bill Morden and Richard Vint*