

**“Tackling Your 2014 Compensation Disclosures:
The Proxy Disclosure Conference”**

&

**“Say-on-Pay Workshop:
10th Annual Executive Compensation Conference”**

September 23-24 in Washington, DC and via Live Nationwide Video Webcast

Now that mandatory say-on-pay is here, executive compensation is in the cross-hairs like never before. With Congress, the SEC Staff, investors and the media scrutinizing all executive compensation disclosures, it is critical to have the best possible guidance. This pair of full-day Conferences will provide the latest essential—and practical—implementation guidance that you need.

With say-on-pay in full swing, all eyes will be focused on executive compensation practices (and the resulting disclosures) and you will need to keep up during a year of incredible change. As a result, these Conferences—with the most respected experts in the field—will be a “must” for anyone who has any role in setting/approving compensation or the preparation or review of proxy statements.

Over 20 Panels! We have over 20 panels devoted to pay disclosures on the 1st day!

Like last year’s blockbuster conferences, an archive of the entire video for both Conferences will be right there at your desktop to refer back to—and refresh your memory when you are actually grappling with drafting the disclosures and involved with an executive’s pay package.

Who Should Attend: Every person responsible for preparing and reviewing compensation disclosures—and every person responsible for implementing executive and equity compensation plans or who counsels or advises boards—including CEOs, CFOs, directors, HR staff, lawyers, corporate secretaries, accountants and consultants.

Where: You have two choices: you can attend the Conferences at the Washington Marriott Wardman Park Hotel or via Nationwide Live Video Webcast to desktops, boardrooms and conference rooms. [If you plan to attend in Washington, DC, make your reservations for the Marriott Wardman Park as soon as possible online or call 877-212-5752. Be sure to mention the NASPP Conference to receive reduced rates.]

Do not delay. Hold your place. Register today!

Go to CompensationStandards.com now—or contact us at info@CompensationStandards.com or 925-685-5111 with questions.

“Tackling Your 2014 Compensation Disclosures: The Proxy Disclosure Conference”

Monday, September 23, 2013

Full-Day Agenda and Schedule

(Times are Eastern – but all panels will be archived and available at your discretion)

8:45 – 9:00 am **“John Olson’s Keynote”**

Speaker: John Olson, Gibson Dunn & Crutcher

9:00 – 9:30 am **“Compensation Committees & Advisors: The NYSE & Nasdaq Speak”**

Speakers: John Carey, NYSE; Ning Chiu, Davis Polk & Wardwell
Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster
Erika Moore, Nasdaq

9:30 – 9:55 am **“Realizable Pay Disclosure: How to Do It”**

Speakers: Mark Borges, Compensia; Mike Kesner, Deloitte Consulting
Ed Steinhoff, Pearl Meyer & Partners

9:55 – 10:25 am **“How to Improve Pay-for-Performance Disclosure”**

Speakers: Donna Anderson, T. Rowe Price Associates; Mark Borges, Compensia
Mike Kesner, Deloitte Consulting; Ron Mueller, Gibson Dunn & Crutcher

10:25 – 10:40 am **“We Don’t Have a Good Pay Story: What Do We Disclose?”**

Speakers: Amy Bilbija, MacKenzie Partners; Mark Borges, Compensia

10:55 – 11:25 am **“How to Avoid Executive Pay Disclosure Litigation”**

Speakers: Sarah Good, Pillsbury; Mike Melbinger, Winston & Strawn
Scott Spector, Fenwick & West

11:25 – 12:00 pm **“Peer Group Disclosures: What to Do Now”**

Speakers: Howard Dicker, Weil Gotshal & Manges; Mike Kesner, Deloitte Consulting
Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster

12:00 – 12:30 pm **“In-House Perspective: Strategies for Effective Solicitations”**

Speakers: Jared Brandman, Coca-Cola; Ning Chiu, Davis Polk & Wardwell; Peggy Foran,
Prudential; Bob Lamm, Consultant

1:15 – 2:00 pm **“Keynote: Keith Higgins, Director of the SEC’s Division of Corporation Finance”**

2:00 – 2:20 pm **“Creating Effective Clawbacks (and Disclosures)”**

Speakers: Mike Melbinger, Winston & Strawn; Ron Mueller, Gibson Dunn & Crutcher

2:20 – 2:35 pm **“Pledging & Hedging Disclosures”**

Speakers: Howard Dicker, Weil Gotshal & Manges; Alan Dye, Hogan Lovells

2:35 – 2:50 pm **“The Executive Summary”**

Speakers: Mark Borges, Compensia; Scott Spector, Fenwick & West

3:05 – 3:20 pm **“The Art of Supplemental Materials”**

Speakers: Amy Bilbija, MacKenzie Partners; Mark Borges, Compensia

3:20 – 3:35 pm **“Dealing with the Complexities of Perks”**

Speakers: Mark Borges, Compensia; Alan Dye, Hogan Lovells

3:35 – 3:50 pm **“Pre-Deal M&A Pay Disclosures”**

Speakers: **Matt Friestedt**, Sullivan & Cromwell; **Jeremy Goldstein**, Wachtell, Lipton, Rosen & Katz; **Andrea Wahlquist**, Simpson, Thacher & Bartlett

3:50 – 4:05 pm **“Say-on-Parachute & Post-Deal Disclosure Developments”**

Speakers: **Matt Friestedt**, Sullivan & Cromwell; **Jeremy Goldstein**, Wachtell, Lipton, Rosen & Katz; **Andrea Wahlquist**, Simpson, Thacher & Bartlett

4:05 – 4:20 pm **“Compensation Accounting, Tax & Risk Assessment Disclosures”**

Speakers: **Mark Borges**, Compensia; **Mike Kesner**, Deloitte Consulting

4:20 – 4:50 pm **“Shareholder Proposals & Executive Pay”**

Speakers: **Marty Dunn**, O’Melveny & Myers; **Keir Gumbs**, Covington & Burling; **Beth Ising**, Gibson Dunn & Crutcher

4:50 – 5:00 pm **“Dave & Marty: Pointing Fingers”**

Speakers: **Marty Dunn**, O’Melveny & Myers; **Dave Lynn**, TheCorporateCounsel.net and Morrison & Foerster

5:00 – 5:20 pm **“The Rise of Political Contribution Disclosures”**

Speakers: **Ning Chiu**, Davis Polk & Wardwell; **Bob Lamm**, Consultant

5:20 – 5:45 pm **“Related-Party Transactions & Independence Determinations”**

Speakers: **Alan Dye**, Hogan Lovells; **Peggy Foran**, Prudential

5:45 – 6:00 pm **“Handling ESG Disclosures”**

Speaker: **Beth Ising**, Gibson Dunn & Crutcher

“Say-on-Pay Workshop Conference” *10th Annual Executive Compensation Conference*

Tuesday, September 24, 2013

Full-Day Agenda and Schedule

(Times are Eastern – but all panels will be archived and available at your discretion)

9:00 – 9:30 am **“Keynote: Former Congressman Mike Oxley”**

9:30 – 10:00 am **“Sitting Here on Capitol Hill: How Congress Really Works”**

Speakers: **Walton Liles**, Patomak; Former Senior Counsel, House Financial Services Committee
Hester Peirce, Mercatus Center; Former Senior Counsel, Senate Banking Committee
Peggy Peterson, Baker Hostetler; Former Deputy Chief of Staff & Communications Director, House Financial Services Committee

10:30 – 11:45 am **“Say-on-Pay Shareholder Engagement: The Investors Speak”**

A diverse group of institutional investors provide guidance into their thinking.

1:00 – 2:15 am **“Q&A with ISS”**

A unique session where ISS Staffers provide all the answers to your burning questions.

2:30 – 3:45 pm **“Q&A with Glass Lewis”**

A unique session where Glass Lewis Staffers provide all the answers to your burning questions.

4:15 – 5:30 pm **“Putting Your Best Foot Forward: How to Ensure Your Pay Practices Pass”**

Speakers: **Don Delves**, Towers Watson
Richard Meisheid, Pay Governance
Mike Kesner, Deloitte Consulting
Ed Steinhoff, Pearl Meyer & Partners

Register Today!

To accommodate the different needs of our community, we offer the following attendance alternatives:

I. Yes, I will attend in Washington, DC for the Proxy Disclosure & 10th Annual Executive Compensation Conferences (two categories of attendees):

___ \$795 per person if you are also registered to attend the 3-Day “21st Annual NASPP Conference”

___ \$1595 per person

Remember that attending in Washington, DC also allows you to access the video archive of the entire Conference for when you are drafting/reviewing proxy disclosures later!

II. Yes, I will attend via the video webcast (three categories of attendees):

A. Single User

___ \$1595 per person

B. Single Office Location, Unlimited Users (*i.e.*, Unlimited)

___ \$3895 for Unlimited use by all persons in a single office location

C. Unlimited Locations, Unlimited Users (*i.e.*, Firmwide)

___ \$4195 for Firmwide use by all persons in multiple locations

If you do not wish to register online, you can register by faxing/ mailing this order form. The fax number and mailing address is at the bottom of this form. If you need any assistance, please contact us at info@thecorporatecounsel.net or 925-685-5111 (8 am–4 pm West Coast time).

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All registrations are non-refundable. CLE Credit available for select states.

You can order online faster for these Conferences on TheCorporateCounsel.net or CompensationStandards.com!