

## Alan L. Dye

Partner

Washington, D.C.

### Biography

Public companies have sought Alan Dye's advice on complex securities law issues since he left the SEC in 1986. Best known for his co-authorship (with Peter Romeo) of the leading treatise on Section 16 of the Securities Exchange Act, Alan is a go-to lawyer for boards and general counsels seeking to navigate the often inter-related requirements of SEC rules and stock exchange listing standards.

His clients benefit from his vast knowledge, particularly regarding SEC disclosures, board and committee structure and composition, executive compensation, and compliance policies. As the annual meeting of shareholders becomes a year-long process, corporate secretaries turn to Alan for help with shareholder engagement, responding to shareholder proposals, structuring and disclosing executive compensation, and addressing the policies and recommendations of proxy advisory firms.

As a nationally recognized authority on stock trading issues, Alan helps public companies with both drafting their insider trading policies and pre-clearing insider transactions in company securities. Stock traders, too, turn to Alan for advice regarding the SEC's complex stock trading rules. Alan helps investment funds avoid Section 16(b) liability traps and defend their transactions against the 16(b) plaintiffs' bar, and helps



### Phone

+1 202 637 5737

### Fax

+1 202 637 5910

### Email

[alan.dye@hoganlovells.com](mailto:alan.dye@hoganlovells.com)

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### Practices

Corporate Governance

Securities and Public Company  
Advisory

Mergers and Acquisitions

Capital Markets

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### Industries

Private Capital

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### Areas of focus

Accounting and Auditing

Compensation Committee

Disclosure and Reporting

major brokerage houses comply with Rule 144 and administer Rule 10b5-1 trading plans.

Alan is ranked in Band 1 nationwide for securities advisory work by *Chambers USA* and has been included in *Best Lawyers America* since 2006 and *Who's Who Legal* of International Corporate Governance Lawyers since 2009.

## Representative experience

Assisted numerous public companies in submitting no-action letters to the SEC regarding shareholder proposals.

Defended hedge fund in Section 16(b) action involving transactions in derivative securities.

## Awards and rankings

- Corporate Law, *The Best Lawyers in America*, 2006-2022
- Securities Regulation, *The Best Lawyers in America*, 2011-2022
- Securities: Regulation: Advisory (Nationwide), *Chambers USA*, 2006-2021
- M&A/Corporate and Commercial: Corporate Governance, Leading Lawyer, *Legal 500 US*, 2016-2021
- M&A and Governance, *Who's Who Legal*, 2018-2021
- International Who's Who of Corporate Governance Lawyers, *Who's Who Legal*, 2009-2020
- Securities & Corporate Finance, *Washington, D.C. Super Lawyers*, 2008-2016
- Top Lawyer, *Washingtonian*, 2009-2013
- Corporate/M&A & Private Equity (District of Columbia), *Chambers USA*, 2007-2008

## Latest thinking and events

Obligations

Proxy Solicitations, Shareholder Meetings, and Shareholder Proposals

Section 16 Advice

Stock Exchange Listings and Regulatory Compliance

Public Company Mergers and Acquisitions

Shareholder Activism

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## Education and admissions

### Education

J.D., The University of Georgia, salutatorian, Order of the Coif, 1978

B.A., Emory University, with high honors, 1975

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## Memberships

Former Chairman, Securities, Commodities and Exchange Committee, Administrative Law and Regulatory Practice Section, American Bar Association

Member, Advisory Board, National Association of Stock Plan Professionals

Member, Advisory Board, Securities Regulation Law Journal

Member, American Bar Association

Member, Securities Law Committee of Society for Corporate Governance

- Sponsorships and Speaking Engagements
  - Proxy Disclosure Conference and the 18th Annual Executive Compensation Conference
- News
  - SEC approves Nasdaq's board diversity rules
- Sponsorships and Speaking Engagements
  - Society for Corporate Governance 2021 National Conference
- Published Works
  - SEC charges Regulation FD violation for selective disclosure to analysts aimed at reducing consensus revenue estimate *Insights (Vol. 35, No. 4)*
- News
  - SEC alleges Reg FD violation for selective disclosure to analysts aimed at reducing consensus revenue estimate
- Analysis
  - Corporate Governance Outlook 2021

Member, Board of Trustees, SEC Historical Society, 2018

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## Bar admissions and qualifications

District of Columbia

Georgia

New York

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## Court admissions

Georgia Court of Appeals

Supreme Court of Georgia

U.S. Court of Appeals, Eleventh Circuit

U.S. Court of Appeals, Fifth Circuit

U.S. District Court, Middle District of Georgia

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## Accolades

"Alan Dye needs no added credibility when it comes to his SEC expertise, but his accessibility and personality make him a joy to talk to, whenever needed. He is always sensitive to the many personal and other issues that underlie most legal questions. He makes an effort to bolster the expertise of in-house lawyers. He finds solutions and does not place legal obstacles in the way of business needs."

*Legal 500 US*

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"An outstanding lawyer. Very responsive and solution-oriented."  
(...) "Alan is a guru on securities, corporate governance and board-level counseling matters, and can deliver that encyclopedic knowledge before any audience in a highly effective manner."

*Chambers USA, 2021*

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"He's the dean of the Section 16 Bar. He's one of the shortlist that sophisticated clients would go to for that work and he's a pleasure to deal with."

*Chambers*

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