

Contact

Frank Zarb

Partner

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Frank Zarb is a partner in our Corporate Department and a member of the Capital Markets Group, where he concentrates his practice on equity finance and a wide range of regulatory matters under U.S. federal securities laws.

He counsels public and private companies, hedge funds and family offices, and market intermediaries and other financial institutions on a wide range of transactional and securities regulatory compliance matters including:

- Equity investments and dispositions in public and private companies
- Public company registration, disclosures and preparation of periodic reports
- Tender offers, equity lines, proxy contests, SPACs, and other highly regulated transactions
- Regulation M, Regulation SHO, Forms 13F and 13H, insider trading and other trading issues
- Corporate governance and stock exchange listing standards
- Federal and state proxy requirements as well as shareholder proposals and communications
- Regulation of financial intermediaries, including trading of public and private equity, and complex and novel trading structures
- Advocating with the SEC on behalf of a market intermediary related to back-office processing matters.

Frank's practice is both domestic and international, beginning with his experience in senior positions with the Securities and Exchange Commission. As a member of the staff of the SEC's Office of International Corporate Finance, Frank advised U.S. companies seeking to do business in the EU, Asia and the Middle East, as well as companies from those regions doing business in the U.S., or otherwise seeking to comply with the U.S. securities laws. In the Office of Chief Counsel, he focused on federal proxy rules, and supervised a team of staff members that provided guidance in the course of proxy season.

Prior to joining the Firm, Frank was deputy general counsel/chief securities counsel for Bristol Myers Squibb Co. in a new position required by the SEC. Prior to joining Bristol-Myers, Frank was a corporate partner with Morgan, Lewis & Bockius.

Social Responsibility

Frank is a Trustee of the Gerald R. Ford Presidential Foundation, and he provides significant pro bono assistance to non-profit social service institutions in the Washington, D.C. area.

Matters

Recent Advisement

- Advising a public operating company on complex disclosure questions related to its quarterly earnings conference
- Advising a private fund on an investment in a public portfolio company, including on complex 13(d) and Section 16 compliance issues
- Representing a family office on the regulatory implications of a proposed restructuring
- Advising public operating companies and private funds on the significant number of new SEC proposed and adopted rules in an enhanced regulatory environment
- Representing various parties in a SPAC formation and de-SPAC transactions

- Representation of numerous private funds and investment advisors on routine and complex/unique obligations under Sections 13(d) and 16, 13F and 13H, as well as Regulation M and Regulation SHO
- Representing a U.S. company in connection with a global digital token offering
- Evaluating whether a digital token is a “security” regulated by the SEC, and providing a written memorandum on the subject
- Advising funds and operating companies on tender offer and proxy issues in connection with investments and restructuring transactions
- Representing a U.S. public company in its defense of insurgent institutional shareholders, involving consideration of defensive measures, including an issuer self-tender offer, as well as open market purchases under Rule 10b-18

Practices

Corporate/Transactional, Financial Restructuring and Special Situations, Fund Finance, Private Credit, Real Estate Finance, Sports, Media & Entertainment Finance, Hedge Funds, Capital Markets, Broker-Dealer, Global Finance

Industries

Asset Management, Private Capital, Private Equity

Market Solutions

Blockchain & Digital Assets, Regulatory & Compliance, Capital Markets Regulatory Solutions, Environmental, Social and Corporate Governance (ESG)

Education

University of Michigan Law School, J.D.
Michigan Law Review, Notes Editor
Brown University, B.A.
magna cum laude

Admissions & Qualifications

District of Columbia

New York

Clerkships

U.S. Court of Appeals, District of Columbia Circuit - Hon. Spottswood W. Robinson III

U.S. District Court, District of Columbia - Hon. Royce C. Lamberth

Court Admissions

U.S. District Court, District of Columbia

U.S. Court of Appeals, District of Columbia Circuit

U.S. Court of Appeals, Second Circuit

Memberships

Co-Chair of the Securities, Commodities, and Exchanges Committee of the ABA's Section of Administrative Law & Regulatory Practice

Society of Corporate Secretaries and Governance Professionals (Securities Law Committee member, 1999 – present)

Awards & Recognition

The Legal 500 United States: Capital Markets: Debt Offerings 2012-2013