



Contact

**Frank Zarb**

**Partner**

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Frank Zarb is a partner in the Corporate Department, where he concentrates his practice on regulatory matters under the U.S. federal securities laws, as well as on equity finance transactions regulated under those laws.

He counsels public and private companies, broker-dealers, hedge funds, as well as other investors, on a wide range of transactional and securities regulatory compliance matters including:

- Equity investments and dispositions in public and private companies
- Public registration, disclosures and preparation of periodic reports
- Federal and state proxy requirements as well as shareholder proposals and communications
- Corporate governance and stock exchange listing standards
- Regulation of financial intermediaries, such the responsibilities of brokers to distribute proxy materials and interim reports
- New laws and regulations under the JOBS Act, the FAST Act and Dodd-Frank legislation

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 has 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 who help to provide 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 & Brockius.

### **Social Responsibility**

Frank is a Trustee of the Gerald R. Ford Presidential Foundation. He also serves as a member of the board of directors of Horizons Greater Washington. He is actively involved in his community. For example, he currently serves on the Alumni Governing Counsel for the Potomac School in McLean, Virginia.

[Close](#)

### **Matters**

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#### **Recent Advisement**

- Representing a hedge fund in a Section 16 litigation through victory in the Second Circuit
- Representation of numerous private funds and investment advisors on obligations under Sections 13(d) and 16 of the Exchange Act
- Representing a U.S. company in connection with a global equity offering in the U.S., the EU and the Middle East
- Advising a private investment fund in connection with its concerns about the strategic direction of a portfolio company, including with respect to the requirements of the federal proxy rules, "group" issues under Section 13(d) and potential short-swing liability under Section 16

- Defending a hedge fund in litigation against a Section 16(b) plaintiff seeking recovery of short-swing profits
- Advising the advisory arm of a major financial institution on regulatory issues relating to a significant investment in a U.S. public company on behalf of an investor located outside the U.S.
- 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

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Corporate/Transactional, Family Office, Capital Markets, Finance, Broker-Dealer

#### Industries

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Asset Management, Private Equity

#### Market Solutions

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Blockchain, Coronavirus (COVID-19), Environmental, Social and Corporate Governance (ESG)

#### Education

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University of Michigan Law School, J.D.

*Michigan Law Review*, Notes Editor

Brown University, B.A.

*magna cum laude*

#### Admissions & Qualifications

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District of Columbia

New York

#### Clerkships

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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

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U.S. District Court, District of Columbia

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

U.S. Court of Appeals, Second Circuit

#### Memberships

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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 – current)

#### Awards & Recognition

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