

## 2009 Executive Compensation Issues and Disclosures Recent Developments in Advance Notice Provisions Reminder About E-Proxy

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**January 6, 2009**

In anticipation of the 2009 proxy season, we encourage you to revisit your executive compensation disclosures, and be aware of certain compensation reforms enacted in response to recent market events.

Our continued monitoring of companies amending their by-laws' advance notice provisions to combat activist shareholders shows a marked increase in the number of companies adopting these amendments.

Finally, we remind you that the e-proxy rules, which require all public companies conducting proxy solicitations to post materials on the Internet and provide various methods for distributing such materials, became effective January 1, 2009.

### **2009 Executive Compensation Issues and Disclosure**

Given the recent market turmoil and general economic conditions, companies should consider the implications that such developments have on their governance and Compensation practices. This advisory letter discusses several specific areas on which companies should focus their efforts.

*Nothing in this alert is intended to be legal advice. Please consult with counsel of your choice with regards to any specific questions you may have.*

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