

Dennis O. Garris

Partner

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Dennis O. Garris is partner-in-charge of the firm's Washington, D.C. office and is the former co-head of the firm's securities, mergers and acquisitions practices. His practice focuses on securities and complex Securities and Exchange Commission (SEC) regulatory and disclosure matters and mergers and acquisitions. Mr. Garris is a nationally known expert on SEC regulatory matters, including the proxy rules, tender offer rules, going-private rules and beneficial ownership reporting rules. From October 1997 until early 2003, he served as chief of the Office of Mergers and Acquisitions, in the Division of Corporation Finance at the SEC. He began his career at the SEC in 1992.

As head of the SEC's Office of Mergers and Acquisitions, Mr. Garris oversaw regulation of domestic and cross-border M&A transactions and the statutory and regulatory interpretive functions of the SEC as they relate to domestic and international tender offers, exchange offers and business combinations, issuer tender offers (including debt buybacks), proxy solicitations (both contested and non-contested), going-private transactions and beneficial ownership reporting. Mr. Garris worked closely with the SEC's Division of Enforcement on enforcement matters involving M&A and beneficial ownership reporting issues.

Representative Experience

- While at the SEC, Mr. Garris was the primary architect of Regulation M-A, the current federal regulatory scheme for mergers and acquisitions, and supervised the adoption of the Cross-Border Tender Offer Exemptions, the current federal regulatory scheme for cross-border tender offers (SEC Releases Nos. 33-7759 and 33-7760, October 1999). Mr. Garris authored the SEC's 1998 release amending the beneficial ownership reporting rules by creating a "passive investor" category for Schedule 13G and providing significant interpretive guidance on attribution of beneficial ownership between related entities and determining passive/non-passive investment intent. Mr. Garris spearheaded the SEC's first enforcement cases against the fraudulent use of "mini-tender offers" and authored the SEC's interpretive release on mini-tender offers in 2000.
- Adjunct professor of law at Georgetown University Law Center, where he taught the course Takeovers, Mergers and Acquisitions from 1996 - 2010.
- Counsel to a worldwide leader in automotive safety in connection with corporate, securities and mergers and acquisitions.
- Counsel to a number of large investment firms and financial services firms with respect to beneficial ownership reporting, proxy and tender offer issues.
- Counsel to the leading provider of electronic road shows for capital raising transactions in the United States and worldwide.
- Counsel to one of the world's largest home improvement companies.
- Counsel to a restaurant company in the successful defense of a proxy contest led by a group of hedge funds.

- Counsel to a technology company in the successful defense of a hostile takeover.
- Counsel to the director nominees of an acquirer in the successful hostile acquisition of a U.S. pharmaceutical company.
- Counsel to a technology company in its buyback of common stock and related settlement of a proxy contest by a significant shareholder of the company.
- Counsel to the third-largest integrated poultry company in the United States in defense of a hostile takeover and subsequent negotiated sale for \$1.25 billion.
- Counsel to a large investment bank acting as a financial advisor for a \$9.2 billion reverse Morris Trust spin-off and merger of telecommunication companies.
- Counsel to various investment banks acting as financial advisors in M&A transactions.

Publications & Presentations

Publications

- “Mini-Tender Offers: More Frequent — No Less Troubling,” *Deal Lawyers*, July 2010.

Professional & Community Engagement

- Member, Board of Governors, Ford’s Theatre
- Member, Advisory Committee, DC Bar Foundation
- Board Member, Friends of Ballou, Ballou Senior High School, Washington, D.C.
- Vice-chair, and former Chair, American Bar Association Subcommittee on Proxy Statements and Business Combinations of the Federal Regulation of Securities Committee
- Member, Advisory Board, Deallawyers.com
- Participated in various American Bar Association panels on securities law and mergers and acquisitions, 2003-2009
- Participated in Pennsylvania State University and Dickinson School of Law's Annual Institute on Corporate, Securities and Related Aspects of M&A, annually 2004-2009

Accolades

- Listed in *The Best Lawyers in America*® in the areas of corporate governance and compliance law, mergers & acquisitions law and securities law.

Education

- University of Akron (J.D., 1992)
- University of Akron (M.Tax, 1992)
- Youngstown State University (B.S., 1989)

Admitted to Practice

- District of Columbia

Related Services

Corporate & Finance | Corporate & Business Transactions | Capital Markets & Securities | Securities Litigation | Investment Products | Mergers & Acquisitions | Corporate Governance | International