

Abby E. Brown

Partner

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About Abby

Abby Brown is a trusted adviser to global companies navigating complex legal and business issues. Known for her pragmatic, business-minded approach, Abby partners with her clients to deliver tailored legal solutions that align with their strategic objectives – especially in high-stakes and dynamic markets. She is recognized for her ability to translate legal nuance into actionable business strategy and is often called upon to advise senior executives and boards on sensitive governance issues and evolving regulatory matters.

With over two decades of experience, Abby specializes in corporate law, advising clients on domestic and international mergers and acquisitions, securities regulation and compliance, and board corporate governance. She leads client service teams for US and multinational clients operating in highly regulated and commercially sophisticated sectors, including technology, financial services, government contracting, pharmaceuticals, and building materials, among others.

Abby is the deputy practice group leader of the firm's Washington DC Corporate Practice and serves as primary outside securities compliance, M&A and governance counsel to a number of public companies – ranging from Fortune 500 firms to smaller, high-growth businesses. She has completed more than 200 mergers and acquisitions of public and private companies on both the buy- and sell side, often representing clients in repeat engagements. Her prior roles as corporate secretary of multiple public companies and privately held financial institutions, as well as acting general counsel to a publicly traded consulting firm, provide her with rare insight into the pressures and demands of today's business environment, and ability to navigate legal risk and liability.

Abby is actively involved in several organizations aligned with her clients' interests, including serving for over a decade as the firm's liaison program coordinator for the National Capital Region chapter of the Association of Corporate Counsel (ACC-NCR). Abby has also previously served as the national co-chair of the American Bar Association's Corporate Governance subcommittee for Investor and Shareholder Engagement.

Experience

Mergers and Acquisitions

Generally

- Advising a publicly listed distributor of roofing materials and complementary building products on more than 25 transactions with an aggregate value of nearly US\$6 billion over the last two years.
- Representing a global specialty minerals company in its approximately US\$300 million acquisition of a leading manufacturer and supplier of premium branded and private-label bentonite-based products.
- Representing a UK media company in its US asset acquisition of certain branded publications, databases, conferences, online information services and resource directories.
- Advising a leading pest control provider on its US\$425 million all-cash acquisition by a publicly traded environmental services company headquartered in the UK.
- Representing an American chemical company in its US\$3.3 billion acquisition of a global manufacturer of specialty chemical products.
- Representing the nation's largest Verizon-exclusive cellular specialist on multiple acquisitions across the country.
- Representing a public technology company in eight private company acquisitions ranging from US\$11 million to US\$120 million over a two-year time frame.

Pharmaceuticals

- Representing a public biopharmaceutical company on more than 35 transactions over the last 10 years.
- Representing a public biopharmaceutical company in the acquisition of a skincare product company, doubling the company's top-line revenue.
- Advising a Virginia-based pharmaceutical company in its sale to a UK pharmaceutical company.
- Advising a California-based healthcare company in its asset purchase of a northern Virginia-based healthcare entity.

Government Contracting

- Representing a mid-market private equity firm in its majority acquisition of a government contractor that designs, develops, manufactures, integrates, and delivers communication technologies.
- Representing the management team of a government contractor in the negotiation of its future equity program with its private equity investors in connection with the sale of the company's for-profit subsidiary.
- Representing Acumen Solutions, a leading professional services firm headquartered in McLean, VA, in its sale to Salesforce.
- Representing a Japanese company in its acquisition of a Virginia-based government contractor.
- Advising a Washington DC-based US public company in six acquisitions over a four-year period, including its US\$295 million acquisition of a private equity-owned integrated marketing technology and digital services provider.

Financial Services

- Representing a financial services subsidiary in acquiring all the assets of an education technology company, including its website and related mobile applications.
- Advising Sterling Bancorp in various acquisitions, including Astoria Financial Corp. for US\$2.2 billion, and, ultimately, its sale to Webster Financial Corp. in a transaction valued at US\$10.3 billion.

- Representing a regional bank in its US\$5.4 billion purchase of another regional bank.
- Representing a US\$2.0 billion stock savings bank in forming a no-stock mutual holding company and stock holding company.

Capital Markets

Generally

- Representing a publicly traded real estate investment trust (REIT) in entering into a note purchase agreement with institutional investors for the issuance of senior unsecured notes and its sale of cumulative redeemable preferred stock.
- Advising a professional services firm in connection with a revolving credit facility, supported by guarantees from its parent company and private equity sponsor.
- Representing various startup entities in formation and initial funding rounds.
- Representing a private equity investor in connection with multiple investments into a technology services firm specializing in IT consulting and software integration.

Pharmaceuticals

- Representing a multinational pharmaceutical company in a series of transactions, including modifying previously issued secured and unsecured notes and issuing US\$1 billion in senior notes.
- Advising a public biopharmaceutical company in a series of private placements of common stock and warrants to both US and international investors, various public offerings of common stock and warrants, conducting an at-the-market offering and two reverse stock splits.

Government Contracting

- Advising a private equity investment fund in its formation of investment vehicles and subsequent minority investments in various Washington DC-based government contracting firms, over the course of 15 years.
- Advising a Washington DC-based publicly-held government contractor in each of its warrant retirement program, a series of acquisitions, and its ultimate tender offer and US\$75 million sale to a private strategic buyer.

Financial Services

- Representing a financial services institution in its annual Reg. A offering to sell common stock to existing shareholders through a dividend reinvestment and optional cash purchase plan, for 10 years.
- Advising former public company Sterling Bancorp in various common stock and subordinated note offerings and bank subordinated note offerings.
- Representing the US Department of the Treasury in connection with its TARP Capital Purchase Program and in making several hundred investments in US financial institutions over a two-year period.

Corporate Governance

- Advising boards of directors in connection with legal obligations and processes related to strategic business planning, CEO and board succession planning, earnings guidance and dividend programs.

- Presenting to, and working with, boards of directors and in-house counsel on governance matters such as the implementation of new legal or compliance requirements and fiduciary duty obligations, particularly in the context of material mergers and acquisitions or the sale of the company.
- Representing the company, board special committee or management in company sale, divestiture and acquisition contexts.
- Assisting in stockholder dialogue and engagement.
- Creation of corporate governance frameworks in the context of IPOs or significant business shifts.
- Assisting in the creation of new committees for boards of directors such as technology and ESG.
- Providing guidance in relation to corporate responsibility/ESG reports, as well as processes and disclosure of same.
- Conducting peer reviews, market assessments and best governance recommendations for company policies, board committee charters and other governance documentation.
- Conducting annual evaluations and interviews of boards of directors and their committees, and presenting assessment feedback, particularly in challenging refresh situations or post material acquisitions impacting board composition and/or company strategy.
- Conducting external audits and reviews of company ethics programs and processes, and third-party due diligence programs, including government contractors with heightened requirements, and formal reporting, assessments and improvement recommendations to the appropriate board and/or committee.
- Creating policy review schedules and processes at the direction of boards of directors, including for financial services clients with heightened policy requirements.
- Leading new director and new executive officer trainings in relation to policy and legal obligations.
- Reviewing and providing recommendations in relation to internal governance processes and structure, such as delegation of authority policies and matrices.

Credentials

Education

- Wake Forest University, J.D., *cum laude*, top 10%; Executive Editor, *Wake Forest Law Review*, 2003
- Vanderbilt University, B.A., *magna cum laude*, 2000

Admissions

- Virginia, 2014
- District of Columbia, 2004
- North Carolina, 2003

Recognitions

- Nominated by peers and recognized as a finalist for the Women, Influence and Power in Law 2025 Law Firm Collaborative Leadership Award in Washington DC
- Named US and International M&A Lawyer of the Year in Washington DC, Corporate INTL Global Awards (2022)
- Recognized as a national finalist for "Best in Corporate Governance," Euromoney Legal Media Group's Americas Women in Business Law Awards (2019)
- Named to DCA Live's Emerging Women Leaders in Private Practice list (2019)

Expertise

Publications & Speaking Engagements

Services

- Financial Services
- Corporate
- Capital Markets

Public Company Reports

- Creator, editor and writer, "DC Area Public Company Local Trends Review: 2024 Proxy Season," September 2024.
- Creator, editor and writer, "DC Area Public Company Local Trends Review: 2023 Proxy Season," September 2023.

GC & CLO Roundtable, Association of Corporate Counsel – National Capital Region

- Moderator, "Adding Value to the M&A Process From a Business Perspective: The Strategic Role of General Counsel in Cultivating Company Growth," September 2024.
- Moderator, "Belonging in the Boardroom: Tips and Insights for Obtaining a Coveted Public Company Board Appointment," September 2023.
- Moderator, "X Marks the Spot – Mapping the Path to Career-Defining Relationships With Your Board of Directors," October 2022.
- Moderator, "Creating an ESG Roadmap for In-house Counsel," October 2021.

Panel Discussion, Association of Corporate Counsel – National Capital Region

- Moderator, "The Value of Regular Independent Compliance Assessments: The Continual Improvement Journey," April 2022.
- Moderator, "From COVID-19 to the Presidential Election: Living in the World of the New Normal," October 2020.
- Moderator, "Making the Ultimate Case: Ethical Issues When a Life Hangs in the Balance," June 2020.
- Speaker, "Talk to the International Experts," May 2019.

Corporate Governance Advisory

- Co-author, "Institutional Investors and Proxy Advisors Raise the Bar on Board Diversity Standards in 2023: Four Best Practices for Successfully Completing Your High Jump," October 2022.
- Co-author, "SEC Adopts Final Rules Mandating Disclosures Comparing Executive Pay to Performance," August 2022.
- Co-author, "Know Who Is Coming to the Party and How They Will Behave: The Evolving and Increasingly Complicated Annual Meeting Vote," February 2022.
- Co-author, "SEC Proposed Rulemaking Regarding Share Repurchase Programs and 10b5-1 Insider Trading Plans in the US," January 2022.

About our firm

One of the world's strongest integrated law firms, providing insight at the point where law, business and government meet. We deliver commercially focused business solutions by combining our legal, lobbying and political capabilities and invaluable connections on the ground to a diverse mix of clients, from long-established leading corporations to emerging businesses, startup visionaries and

sovereign nations. More than 1,500 lawyers in over 40 offices across four continents provide unrivaled access to expertise.