

# Michael T. Gass

Partner

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Mike Gass chairs the firm's Securities Litigation & Corporate Governance Group. Over his 30 year career Mike has developed a remarkably broad and deep experience base in representing companies and their management and boards in high-stakes matters involving the securities laws and shareholder claims. He has represented a wide range of clients in both private litigation – primarily shareholder class actions and derivative actions – and in investigations and enforcement actions brought by government and industry enforcement agencies. His expertise has made him a “go-to” counselor for management seeking governance advice, and for boards and their committees in exercising their oversight responsibilities, particularly with respect to the delicate and challenging task of investigating and remediating alleged misconduct within the organization.

Mr. Gass is listed in *Best Lawyers in America* and *Massachusetts Super Lawyers*.

## EDUCATION

Harvard Law School  
*cum laude*, JD, 1985

University of Michigan  
*highest honors*, Phi Beta  
Kappa, BA, 1982

*Branstrom Prize 1982*

## PRACTICE FOCUS

### Securities & Corporate Governance

Represents corporations and their management and boards in connection with securities and shareholder litigation, claims regarding corporate governance and officer and director liability, and investigations and proceedings brought by the SEC, DOJ, FINRA and other regulatory bodies. Represents boards of directors and their committees in conducting internal corporate investigations and providing corporate governance advice.

### FCPA

Advises public and private companies with respect to actual or suspected FCPA violations, including conducting internal investigations and defending against government enforcement. Works with clients to design and implement compliance programs that reduce the risk of violations, and mitigate the consequences if violations do occur. Has handled FCPA and other anti-corruption matters worldwide, including China, Korea, Russia, Eastern Europe, Africa and India.

### Antitrust

Defends clients against antitrust claims asserted by private parties and government regulatory agencies. Represents corporate clients in challenges to mergers and acquisitions brought by the Federal Trade Commission and the Antitrust Division of the Department of Justice, and provides antitrust advice in connection with mergers and acquisitions and in structuring a wide range of business transactions.

**ADMISSIONS**

Massachusetts

Massachusetts Supreme  
Judicial Court

U.S. District Court,  
Massachusetts

U.S. Court of Appeals,  
First Circuit

U.S. Supreme Court

**PRACTICE AREAS**

Securities Litigation &  
Corporate Governance

Foreign Corrupt Practices  
Act

Government Enforcement  
& Compliance

Antitrust

Media

**REPRESENTATIVE ENGAGEMENTS***FCPA Matters*

- Assisted in the design and implementation of FCPA compliance programs for pharmaceutical company with approval to market drug in Russia, medical device company conducting business in North Africa and telecommunications company doing business in Eastern Europe and India.
- Investigation into allegations that foreign employees of medical device company made gifts and paid for travel and entertainment for customers in China.
- Advised major technology company in connection with whistleblower claims involving dealings with a state owned financial institution in Russia.
- Conducted internal investigation into potential FCPA violations by predecessor company prior to acquisition, and managed reporting to and resolution with U.S. regulatory agencies.
- Two investigations in Pacific Rim on behalf of major software company involving allegations of bribery and financial reporting fraud.
- Worldwide FCPA compliance program for biotech company.

*Securities Matters*

- Successfully represented major corporation in claims involving auction rate securities.
- Successfully resolved claims for major pension fund arising out of bankruptcy of prime broker.
- Has represented numerous board committees in investigating and assessing a range of claims/demands, including allegations relating to: stock option backdating, revenue recognition and accounting fraud, Foreign Corrupt Practices Act, insider trading and international law violation.
- Represented former president of multinational conglomerate in defending ERISA class action litigation.
- Represented major publicly traded communications company in shareholder class actions and derivative litigation arising out of stock option practices.
- Defended former fund managers of major mutual fund company against market timing and related claims in class actions and derivative actions brought by fund holders.
- Successfully represented officer of Lernout & Hauspie software company in enforcement investigation and shareholder class action litigation.
- Obtained dismissal of class action securities law claims against Galileo Corporation in frequently cited opinion by federal district court in Massachusetts.

- Recently conducted internal investigations for two corporate clients to address compliance matters in both domestic and foreign offices.
- Obtained dismissal of claims alleging breach of fiduciary duty against members of Board of Directors of subsidiary of Arthur D. Little Company.

#### ***Antitrust Matters***

- Antitrust counsel for principal defendants in \$3 billion antitrust claim asserted by United Airlines and its creditors committee; claims dismissed by Seventh Circuit Court of Appeals.
- Persuaded Federal Trade Commission not to challenge Genzyme Corporation's acquisition of development stage drug company, a decision that was an important landmark in relatively new theory of "innovation markets."
- Successfully represented client seeking to prevent merger of competitors.
- Successfully defended major university in landmark case in litigation brought by Justice Department's Antitrust Division alleging that cooperation among colleges and universities concerning financial aid violated the Sherman Antitrust Act.

#### ***Media & Communications Matters***

- Successfully defended major media outlets against libel, slander and privacy actions, and has achieved early dismissal of such litigation on numerous occasions.
- Obtained favorable ruling from Massachusetts Supreme Judicial Court in important case involving media access to court documents.

## **PUBLICATIONS AND PRESENTATIONS**

- "The Problem With Compliance Whistleblowers," co-author, *Securities Law360*, May 2015.
- "High-Frequency Trading Cases Slow to Take Shape," co-author, *Securities Law360*, February 2015.
- "Lawyers Weigh in on High Court's Halliburton Ruling," quoted, *Securities Law360*, June 2014.
- "Stakes Are High for ERISA Fiduciaries," co-author, *Securities Law360*, February 2014.
- "Private Indices in the Public Services: The Case of Libor," speaker, *Columbia University Law School's Global Justice Forum*, October 2013.
- "Keeping the Protections of Rule 10b5-1 as Government Ramps Up Investigations," author, *Corporate Board Member*, June 2013.
- "Libor Litigation Must Overcome Significant Obstacles," co-author, *Securities Law360*, May 2013.

- "Linchpins of a Successful Special Committee," *speaker, Boston Bar Association*, Boston, January 2013.
- "\$104M Whistleblower Award – A Sign of Things to Come," *co-author, Law360*, December 2012.
- "Look Before You Leap into a Securities Litigation Trap," *Securities Law360*, October 2012.
- "Linchpins of a Successful Special Committee," *co-author, Securities Law360*, October 2012.
- "Caution: LIBOR Litigation Ahead," *co-author, Corporate Counsel*, September 2012.
- "Could SEC's Plan to Track Trades Also Combat Financial Fraud?" *quoted, Forbes.com*, July 2012.
- "Weathering Management Conflicts in Acquisitions," *co-author, Securities Law360*, May 2012.
- "Circuit Court Ruling Ends Confusion for Securities Attorneys," *quoted, Mass Lawyers Weekly*, April 2012.
- "Cybersecurity and the SEC: Disclosure Tips," *co-author, Securities Law360*, February 2012.
- "Surprising Interpretations of Janus Bright Line," *co-author, Securities Law360*, November 2011.
- "Going Private Deals Involving a Controlling Stockholder," *co-author, Law360*, August 2010.
- "The Role of Board of Directors in Risk Oversight in a Post-Crisis Economy," *co-author, Bloomberg Corporate Law Reports*, June 2010.
- "UK Bribery Act 2010: Corporate Exposure Extended Far Beyond the FCPA," *co-author, Law360*, June 2010.
- "Iqbal's Impact on SEC Enforcement Actions," *co-author, Law360*, April 2010.
- "The Changing Landscape For Credit Rating Agencies," *co-author, Law360*, February 2010.
- "Boardroom Dynamics in 2010: Changing Roles for Management, Independent and Investor Directors," *panelist, Association of Corporate Counsel Conference - Northeast Chapter*, Boston, January 2010.
- "Outside Counsel and Internal Investigations," *co-author, Law360*, October 2009.
- "Will There Be An Onslaught of ARS Litigation?" *author, Law360*, July 2009.
- "Q&A with Choate Hall's Michael Gass," *featured, Law360*, July 2009.

- "First Circuit to Revisit SEC Case v. Columbia Execs," *quoted, Law360*, July 2009.
- "Will the First Circuit Reverse Its Tambone Decision?" *co-author, Law360*, May 2009.
- "Proliferation of Global Anti-Corruption Laws," *speaker, CBI's 6th Annual Pharmaceutical Compliance Congress*, Washington DC, January 2009.
- "Doing Business Internationally: Avoiding Sanctions," *presenter, Bermuda*, November 2008.
- "Press & Privacy: Freedom of the Press & the Public's Right to Know vs. Family Privacy Rights," *speaker, Boston Bar Association's Massachusetts Practice & Procedure Committee Meeting*, Boston, March 2008.
- "Foreign Corrupt Practices Act - Is Your Company at Risk?" *panelist, Boston*, November 2007.
- "Challenges Facing Boards of Directors: Key Issues in SEC Disclosure & Enforcement," *speaker, Directors Roundtable*, October 2007.
- "Avoiding Pitfalls of Rash ESI Decisions," *co-author, Law360*, July 2007.
- "A House Divided: When the Board Investigates Senior Management - Key Issues to Consider in Internal Investigations," *panelist, Boston*, May 2007.

## PUBLICATIONS AND PRESENTATIONS

Mr. Gass is a member of the American Bar Association (Antitrust and Litigation Sections), Boston Bar Association (Antitrust Subcommittee Member), Media Law Resource Center, and he is on the Board of Directors of The Genesis Fund.