

STEPHEN D. POSS

SELECTED PUBLICATIONS AND PRESENTATIONS

- 28th Annual SEC Reporting & FASB Forum, The SEC Institute, Washington, D.C., November 19-20, 2012, “Staying Out Of Trouble: SEC Enforcement and Litigation Update”
- 25th Midyear SEC Reporting Forum, The SEC Institute, New York, NY, June 21-22, 2010, “Staying Out Of Trouble: SEC Enforcement and Class-Action Litigation Update”
- KPMG Audit Committee Institute Spring Roundtables, Boston, MA, June 17, 2010, Panelist, “Preparing for Growth: Focusing on Controls, Transparency, and Financial Communications”
- KPMG Audit Committee Institute, Boston, MA, December 3, 2009, Panelist, “Going Forward: Risk, Reform, and Recovery – Implications for Audit Committee Oversight”
- Mid-Cap Board Committee Peer Exchange, Corporate Board Member Magazine, Chicago, IL, April 6, 2009, Chair: Audit Committee Peer Exchange Session
- 24th Annual National SEC Reporting Conference, The SEC Institute, Washington, DC, November 20-21, 2008, “Staying Out Of Trouble In Dangerous Times: SEC Enforcement and Litigation Update”
- 24th Annual National SEC Reporting Conference, The SEC Institute, San Diego, CA, November 17-18, 2008, “Staying Out Of Trouble In Dangerous Times: SEC Enforcement and Litigation Update”
- American Bar Association, Section of Business Law, Spring Meeting, Dallas, TX, April 10-11, 2008, Committee Forum Presentation on M&A Litigation: “Everything Old is New Again - MAC Litigation Returns”
- 23rd Annual National SEC Reporting Conference, The SEC Institute, San Diego, CA, November 29-30, 2007, “Staying Out Of Trouble: SEC Enforcement and Class-Action Litigation Update”
- 2007 NACD Corporate Governance Conference, The Empowered Board: Taking Charge in an Era of Accountability, Washington, DC, October 15-16, 2007, “Anticipating the Unexpected – Securities and Shareholder Liability Risk and How to Minimize It: Process, Prudence, Insurance and Indemnification”
- 22nd Midyear SEC Reporting Forum, The SEC Institute, San Francisco, CA, June 28-29, 2007, “Staying Out Of Trouble: SEC Enforcement and Class-Action Litigation Update”
- ISACA Silicon Valley Chapter 2007 Spring Conference, Redwood City, CA, May 17-18, 2007, “What’s Risk Got To Do With It – How to Stay Off the Target List of the Plaintiffs’ Lawyers, the SEC and the Prosecutors”
- Mid-Cap Board Committee Peer Exchange, Corporate Board Member Magazine, Washington, DC, March 1, 2007, Chair: Audit Committee Peer Exchange Session
- 22nd Annual National SEC Reporting Conference, The SEC Institute, San Francisco, CA, December 18-19, 2006, “Navigating a More Dangerous World, Minimizing the Risk of Securities Law Liability in the Current Environment”

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- 21st Midyear SEC Reporting Forum, The SEC Institute, New York, NY, June 26-27, 2006, “New Trends in SEC Enforcement and Class-Action Litigation”
- 21st Midyear SEC Reporting Forum, The SEC Institute, Washington, DC, May 25-26, 2006, “New Trends in SEC Enforcement and Class-Action Litigation”
- The Corporate Board, March/April 2006, “Boardroom Dangers for Private Equity Partners”
- 21st Annual National SEC Reporting Conference, The SEC Institute, Washington, DC, November 21-22, 2005, “New Trends in SEC Investigations and Class-Action Litigation”
- 20th Midyear SEC Reporting Forum, The SEC Institute, New York, NY, June 27-28, 2005, “Sarbanes-Oxley Section 404: Here We Go Again”
- 20th Midyear SEC Reporting Forum, The SEC Institute, Washington, DC, May 26-27, 2005, “Sarbanes-Oxley Section 404: Here We Go Again”
- Sirius Consulting Group 2005 Annual Conference on Implications of US Regulations on European Companies, Paris, France, May 11-12, 2005, “Recent Litigations and Patterns Condemned by the SEC,” “Private Securities Litigation,” “Whistleblower, Attorney and Auditor Conduct Rules,” and “Listing in the US and Corporate Governance Practices”
- American Bar Association, Section of Business Law, Spring Meeting, Nashville, TN, March 2005, “Corporate Crisis” Panel, “Annual Update on Securities Litigation”
- AICPA (American Institute of Certified Public Accountants) National Conference on Current SEC and PCAOB Developments, Washington, DC, December 6-8, 2004, panelist, “Fighting Corporate Fraud”
- 20th Annual National SEC Reporting Conference, The SEC Institute, Washington, DC, November 1-2, 2004, “Section 404: Roles of Board of Directors and Senior Management, Relation Between Section 404 and Quarterly Certification”
- Executive Enterprise Institute, Advanced SEC Reporting and Sarbanes-Oxley Compliance, New York, NY, October 20-21, 2004, “Sarbanes-Oxley Certification: What’s New and Frightening?”
- American Bar Association, Annual Meeting, Atlanta, August 2004, program/committee forum Chair and Program Moderator, co-sponsored program presented by the ABA Business and Corporate Litigation Committee and the ABA Federal Regulation of Securities Committee, “Securities Litigation and Enforcement in a New & More Dangerous World”
- 19th Midyear SEC Reporting Forum, The SEC Institute, New York, NY, June 2004, “Coping with the Sarbanes-Oxley Act in its Third Year”
- 19th Midyear SEC Reporting Forum, The SEC Institute, Washington, DC, May 2004, Panel Co-Chair, “Coping with the Sarbanes-Oxley Act in its Third Year” and Panelist, “Sarbanes-Oxley 404: Implementing the New Internal Control Requirements”
- Chief Legal Executive Magazine Symposium, Managing Difficult Financial Reporting Matters, Boston, MA, April 28, 2004, Moderator, “Internal Investigations: Dealing with the Aftermath”
- Coping with Sarbanes-Oxley/Staying Out Of Trouble, The SEC Institute, Boston, MA, April 27, 2004, “Internal Control Over Financial Reporting: Sarbanes-Oxley §404”

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- CFO.com/AICPA (American Institute of Certified Public Accountants), December 17, 2003, national live webcast, "SEC Quarterly Update, 4th Quarter 2003"
- 19th Annual National SEC Reporting Conference, The SEC Institute, New York, NY, December 2003, Panel Chair, "Coping with the Sarbanes-Oxley Act of 2002: Life One Year Later," "Corporate Governance Issues Triggered by the Sarbanes-Oxley Act," and "Internal Control Over Financial Reporting – Sarbanes-Oxley Section 404"
- 19th Annual National SEC Reporting Conference, The SEC Institute, San Diego, CA, November 2003, Panel Chair, "Coping with the Sarbanes-Oxley Act of 2002: Life One Year Later," "Corporate Governance Issues Triggered by the Sarbanes-Oxley Act," and "Internal Control Over Financial Reporting – Sarbanes-Oxley Section 404"
- FindLaw 2003 Corporate Counsel Year in Review articles, November 2003, "'No Pushing or Shoving' – SEC Rules Prohibiting Improper Influence on Auditors" and "'Please Sign Here' – Preparing For Those CEO/CFO Certifications"
- 19th Annual National SEC Reporting Conference, The SEC Institute, Washington, DC, November 2003, Panel Chair, "Coping with the Sarbanes-Oxley Act of 2002: Life One Year Later," "Corporate Governance Issues Triggered by the Sarbanes-Oxley Act," and "Internal Control Over Financial Reporting – Sarbanes-Oxley Section 404"
- American Bar Association, Annual Meeting, San Francisco, August 2003, faculty, two-day program presented by the ABA Business and Corporate Litigation Committee, "When The Going Gets Tough: Advising A Company In Crisis"
- WBIX-1060AM (Fox) Boston, "On The Money with Steve Bailey and Charlie Stein" radio broadcast, July 28, 2003, discussion of one year anniversary of Sarbanes-Oxley
- AICPA (American Institute of Certified Public Accountants), July 17, 2003, national live webcast, "Internal Control Reporting for Public Companies – Sarbanes-Oxley §404"
- CFO.com/AICPA (American Institute of Certified Public Accountants), June 19, 2003, national live webcast, "SEC Quarterly Update"; presentations on SEC Sarbanes-Oxley Rules on "Management's Assessment of Internal Controls" and "Improper Influence on Conduct of Audits"
- FindLaw Corporate Counsel Center/Glasser LegalWorks, Corporate Governance conference, New York, NY, May 14, 2003, "Counseling the Audit Committee," and "Securities Litigation Exposure"
- American Bar Association Section of Business Law, Spring Meeting, Los Angeles, April 2003, "Corporate Crisis" Panel, "Annual Update on Securities Litigation"
- Chief Legal Executive Magazine, Corporate Transparency Symposium, New York, NY, December, 2002, "Navigating the Path to Transparency – One Goal, Multiple Perspectives"
- National SEC Reporting Conference, The SEC Institute, New York, NY, December 2002, Panel Chair, "The Sarbanes-Oxley Act of 2002 – Practical Tips for Adopting Sarbanes-Oxley," and "Corporate Governance in the Post-Enron Era"
- 18th Annual SEC Reporting Forum, The SEC Institute, San Francisco CA, December 2002, Panel Chair, "The Sarbanes-Oxley Act of 2002 – Practical Tips for Adopting Sarbanes-Oxley," and "Corporate Governance in the Post-Enron Era"
- 18th Annual SEC Reporting Forum, The SEC Institute, Washington DC, November 2002, Panel Chair, "The Sarbanes-Oxley Act of 2002 – Practical Tips for Adopting Sarbanes-Oxley," and "Corporate Governance in the Post-Enron Era"

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- American Bar Association Committee on Business and Corporate Litigation, “Annual Review of Developments in Business and Corporate Litigation”, 2002 Edition, “Annual Review of Developments in Securities Litigation,” with Lisa Klein Wager
- Corporate Board Member Magazine Annual M&A Conference, Scottsdale, April 2002, “Public Buying Private: Structuring The Deal To Your Advantage – A Buyer’s Perspective”
- American Bar Association, Section of Business Law Spring Meeting, Boston, April 2002, “Annual Update on Securities Litigation”
- 16th Midyear SEC Reporting Forum, The SEC Institute, Dallas, May 2001, “Putting It All Together: How Recent SEC Rules and Regulations Combine to Create a New Disclosure Environment”
- Moderator, ABA Connection National Continuing Legal Education Teleconference, “New Developments in Securities Law,” April, 2001
- American Bar Association Section of Business Law, Philadelphia, March 2001, “Annual Review of Developments in Securities Litigation.”
- Nasdaq Investor Relations Conference, Dallas, February 2001, “IR and FD: What You Need to Know about SEC Regulation FD and Other Current Disclosure Issues”
- 16th Annual Reporting Forum, The SEC Institute, San Francisco, December 2000, “Regulation FD: Practical Tips on Living with the SEC’s Newest Rule”; “Defusing Website Time Bombs: Don’t Let Your Website Create Securities Law Liability”
- The Metropolitan Corporate Counsel, December 2000 and January 2001, “O Brave New World: Practical Tips For Surviving The New Era of Bold SEC Rulemaking” (Two Part Series)
- National SEC Reporting Conference, The SEC Institute, New York, December 2000, “Regulation FD: Practical Tips on Living with the SEC’s Newest Rule”; “Defusing Website Time Bombs: Don’t Let Your Website Create Securities Law Liability”
- National SEC Reporting Conference, The SEC Institute, San Francisco and Washington, D.C., June 2000, “Avoiding Website Worries: Steering Clear of Internet Liability”; “The SEC and the Internet”
- Boston Business Journal, May 2000, “Comply With New Economy Standards, Avoid Legal Woes”
- Seminar Co-Chair, Massachusetts Continuing Legal Education (MCLE), March 2000, “Busted Deals -- How to Litigate and Counsel Clients in Failed Mergers, Acquisitions and Other Business Transactions”
- 15th Annual SEC Reporting Forum, The SEC Institute, San Francisco, December 1999, “Internet Tricks and Traps: How to Protect Your Company Website from Securities Law Liability”; “Disclosure, Disclosure, Disclosure: How to Communicate With Wall Street Analysts”
- Morgan Stanley Dean Witter/Goodwin Procter REIT Director M&A Forum, New York, December 1999, “Duties of Directors in Friendly Deals, Hostile Takeovers, and Management Buy-Outs”
- 15th Annual SEC Reporting Forum, The SEC Institute, Washington, November 1999, “Internet Tricks and Traps -- How to Protect Your Company Website from Securities Law Liability”; “Disclosure, Disclosure, Disclosure: How to Communicate with Wall Street Analysts”
- Going Public: The Morning After, The SEC Institute, Las Vegas, October 1999, “Corporate Governance and the New Audit Committee Rules”

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- US Bancorp/Piper Jaffray, The New England CEO Roundtable, Boston, September 1999, "Going Private Transactions"
- 14th Midyear SEC Reporting Forum, The SEC Institute, San Diego and New York, June 1999, "Ethics of Earnings Management: The Financial Officer's Dilemma"; "MD&A Checklist: A Guide to Disclosure"; "Telling Your Story To The Street"
- Conference Chair, "Going Public: The Morning After", The SEC Institute, Orlando, December 1998
- 14th Annual SEC Reporting Forum, The SEC Institute, Washington, D.C., November 1998, "Telling Your Story to the Street -- How to Communicate With Securities Analysts"
- Conference Chair, "Going Public: The Morning After", The SEC Institute, New York, October 1998
- Nasdaq Investor Relations Conference, Boston, July 1998, "Avoiding Shareholder Litigation"
- 13th Mid-Year SEC Reporting Forum, The SEC Institute, New York, June 1998, "Telling Your Story to the Street"
- Nasdaq Legal and Disclosure Issues Forum, Boston, June 1998, "Developing an Insider Trading Policy"
- Nasdaq Legal and Disclosure Issues Forum, Denver, June 1998, "Developing an Insider Trading Policy"
- Nasdaq Legal and Disclosure Issues Forum, Minneapolis, June 1998, "Avoiding Shareholder Litigation"
- Practising Law Institute (PLI), Going Public: The Morning After, Boston, May 1998, "Corporate Governance for the New Public Company"; "Takeover Defenses"
- Insights: The Corporate and Securities Law Advisor, May 1998, "Klein v. Boyd: Holding Lawyers Liable Under Rule 10b-5"
- Practising Law Institute (PLI), Going Public: The Morning After, Orlando, February 1998, "Corporate Governance for the New Public Company"; "Takeover Defenses"
- Investment Company Institute and International Bar Association, 7th Annual Seminar: Globalization of Mutual Funds, Bermuda, April 1996, "What the Private Securities Litigation Reform Act Means for Institutional Investors"
- Massachusetts Continuing Legal Education (MCLE), 1994, "The Ultimate Trial Notebook"
- Massachusetts Bar Association Professional Education, Shareholder Disputes in Closely-held Corporations, Boston, April 1993, "Freeze-Outs and Appraisal Rights"
- Massachusetts Bar Association Educational Seminars, Recent Developments in Laws Affecting the Biotechnology Industry, Boston, June 1990, "Emerging Issues of Conflict Among Scientists, Universities and Corporations"