Nicole A. Edmonds

Partner

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Drawing on her executive level in-house and regulatory experience, Nicole consistently delivers sound, risk-based practical solutions to our clients' most pressing problems.

OVERVIEW

A recognized authority on federal securities laws and corporate governance, Nicole is a trusted advisor who represents U.S. and foreign companies in connection with U.S. capital markets transactions, periodic reporting with the U.S. Securities and Exchange Commission (SEC), national securities exchange listings and compliance, corporate governance, annual and special meetings of shareholders, executive compensation disclosures, and beneficial ownership reporting.

Her experience as a corporate secretary enables her to regularly provide counsel to C-suite executives and directors on corporate governance requirements and best practices, fiduciary duties, and SEC reporting and compliance. She has served as issuer's and underwriters' counsel in numerous public offerings under the Securities Act, including offerings of common stock as well as senior notes and medium-term note programs. Nicole often represents foreign private issuers with respect to U.S. stock exchange listings, SEC reporting, and corporate governance obligations. She also brings extensive experience in matters under the Delaware General Corporation Law, Virginia Stock Corporation Act, and the D.C. Business Corporation Act.

Nicole also serves as chair of the firm's Inclusion Committee. In this role, she leads the firm's efforts to foster an inclusive and equitable workplace. Nicole is passionate about creating a culture of belonging where all employees feel valued and empowered to bring their authentic selves to work.

REPRESENTATIVE MATTERS

- Represented various companies in connection with drafting and reviewing annual reports on Forms 10-K, 20-F, and 40-F, quarterly reports on Form 10-Q, current reports on Form 8-K, reports of foreign private issuers on Form 6-K, proxy statements on Schedule 14A, Section 16 reports (Forms 3, 4, and 5), and beneficial ownership reports on Schedules 13D and 13G.
- Represented companies, both issuer-side and underwriter-side, with respect to 1933 Act offerings of various securities, including common stock, units, senior notes, and medium-term notes.
- Represented companies with both initial public offerings and secondary public offerings by seasoned issuers.
- Experienced with the registration statement and prospectus drafting process and the SEC filing requirements

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related thereto.

- Versed in the listing and governance requirements of the various stock exchanges, including NYSE and Nasdaq.
- Experienced with foreign private issuer rules, Regulation FD, Form S-8 and Form S-8 prospectuses, insider trading rules and policies, the SEC comment letter process, and commercial paper programs.
- Experienced with Exchange Act registration and termination/suspension of issuer reporting under the ’34 Act.
- Experienced with offerings that are exempt/excluded from the 1933 Act under Regulation D and Regulation S.
- Experienced with the various sources of SEC guidance, including no-action letters, SEC comment letters, Compliance and Disclosure Interpretations, SEC rule releases, and SEC interpretive releases.
- Regularly counsels clients on various public corporate governance disclosures, including in SEC filings.
- Focused on energy companies, community banks, bank holding companies, and Canadian issuers.
- Experienced in general Virginia, Delaware, and D.C. corporate law matters.

AWARDS

- Fellow, Leadership Council on Legal Diversity (2017)
- National Black Lawyers, Top 100 professional honorary organization (2016)
- *Virginia Super Lawyers* “Rising Star” (2007, 2008, 2011)

TOP AREAS OF FOCUS

- Capital Markets
- Corporate
- Corporate Governance
- Environmental, Social + Governance (ESG)
- Life Sciences Transactions

ALL AREAS OF FOCUS

- Capital Markets
- Community Banking
- Corporate
- Corporate Governance
- Energy
- Environmental, Social + Governance (ESG)
- Life Sciences Transactions
- Litigation + Trial

PROFESSIONAL/COMMUNITY INVOLVEMENT

- Editorial Advisory Board member, *Law360*‘s Capital Markets Editorial Advisory Board (2021)
- Volunteer Outreach counsel, We The Action (2020)
- Society for Corporate Governance
- Virginia State Bar Association

- District of Columbia Bar Association

PROFESSIONAL EXPERIENCE

- Assistant vice president and corporate secretary; assistant secretary and director – Corporate, Securities and Corporate Governance, Washington Gas Light Company, 2017-2020
- Clearance counsel, The White House, 2015-2016
- Attorney-Adviser, U.S. Securities and Exchange Commission, 2013-2015

EDUCATION AND CERTIFICATIONS

EDUCATION

- University of Virginia, J.D., 2004, Dean's Scholar; managing board member, *Virginia Tax Review;* Black Law Students Association
- Towson University, B.S., *summa cum laude*, 2000

BAR ADMISSIONS

- Virginia
- District of Columbia

SPEAKING ENGAGEMENTS

- Speaker, Foreign Issuer Seminar, January 27, 2026.
- Presenter, "Leading Inclusively: Transforming Yourself, Your Team, and Your Organization," Chief, October 9, 2024.
- Interviewer, "Fireside Chat: A Conversation with Actress Yvette Nicole Brown," Troutman Pepper, February 23, 2024.
- Panelist, "The Latest on Rule 14a-8 No-Action Relief," CCRcorp's Proxy Disclosure & 20th Annual Executive Compensation Conferences, September 21, 2023.
- Panelist, "When the CEO Calls," Troutman Pepper's 2023 Executive Women's Forum, April 28, 2023.
- Interviewer, "Juneteenth Fireside Chat: A Conversation with Debra Lee," Troutman Pepper, June 23, 2022.
- Panelist, "Black Attorneys' Health and Wellness Virtual Panel," Troutman Pepper Black Attorneys Affinity Group, February 24, 2022.
- Presenter, "SEC Short-Term Agenda," Troutman Pepper Annual Public Company Seminar, December 9, 2021.
- Speaker, "Acknowledging Privilege and Becoming an Ally: A User's Guide," The Inclusion & Equity Summit: East, November 17, 2021.
- Panelist, "Environmental, Social, and Governance Trends to Watch in 2021," Troutman Pepper, June 23, 2021.
- Panelist, "Women in Compliance – Compliance Related Roles, Responsibilities and Opportunities," National Association of Women Lawyers, April 15, 2021.
- Panelist, Three-Part "Board of Directors Boot Camp" Series, Financial Poise Webinars, 2020.
- Panelist, "Securities Law Compliance," Financial Poise Webinars, 2019, 2020, and 2021.
- Panelist, "SEC Update – Post Election Reset," Spring Conference of the Middle Atlantic Chapter of the Society for Corporate Governance, May 24, 2017.
- Panelist, "The Deal Is Done! Now What? Integrating a Newly Acquired Company," Verizon Communications Engage Excellence CLE Presentation, October 14, 2016.

PUBLICATIONS

- Co-author, "Foreign Private Issuers: Have You Assessed Your Status Under U.S. Securities Law?" *Troutman Pepper Locke*, June 30, 2026.
- Co-author, "Time to Assess 'Foreign Private Issuer' Status – 2026," *Troutman Pepper Locke*, June 17, 2026.
- Co-author, "Nasdaq 23-Hour Equity Trading Proposal Approved by SEC," *Troutman Pepper Locke*, April 29, 2026.
- Co-author, "Update: SEC Exempts Directors and Officers of Certain FPIs From Section 16 Reporting – SEC Grants Relief Within Days of Filing Deadline" *Troutman Pepper Locke*, March 6, 2026.
- Co-author, "Update: US Insider Reporting Requirements Coming for Directors and Officers of Foreign Private Issuers – SEC Adopts Final Rules for the Holding Foreign Insiders Accountable Act," *Troutman Pepper Locke*, March 5, 2026.
- Co-author, "NYSE American Proposes Significant Tightening of Initial Listing Standards," *Troutman Pepper Locke*, February 9, 2026.
- Co-author, "Update: US Insider Reporting Requirements Coming for Directors and Officers of Foreign Private Issuers," *Troutman Pepper Locke*, February 2, 2026.
- Co-author, "US Insider Reporting Requirements Coming for Directors and Officers of Foreign Private Issuers," *Troutman Pepper Locke*, December 23, 2025.
- Co-author, "Foreign Private Issuers: Have You Assessed Your Status Under US Securities Laws?" *Troutman Pepper Locke*, June 30, 2025.
- Co-author, "Time to Assess "Foreign Private Issuer" Status – 2025," *Troutman Pepper Locke*, June 23, 2025.
- Co-author, "SEC Considers Changes to Definition of Foreign Private Issuer," *Troutman Pepper Locke*, June 16, 2025.
- Co-author, "SEC Expands Confidential Filing Options for Companies Submitting Draft Registration Statements," *Troutman Pepper Locke*, March 11, 2025.
- Co-author, "Disclosure of Insider Trading Policies to Begin in 2025," *Troutman Pepper Locke*, January 28, 2025.
- Podcast, "Navigating DEI in a Shifting Legal Landscape: Insights From *Late Night*," *Hiring to Firing Podcast*, January 28, 2025.
- Co-author, "PCAOB Delays NOCLAR Proposal," *Troutman Pepper*, November 22, 2024.
- Co-author, "California Law Highlights the Need to Prepare for Climate Disclosures," *Troutman Pepper*, October 14, 2024.
- Co-author, "Upcoming Deadline for Resource Extraction Issuers to File First Form SD Disclosures," *Troutman Pepper*, August 12, 2024.
- Co-author, "Foreign Private Issuers: Have You Assessed Your Status Under US Securities Laws?," *Troutman Pepper*, August 7, 2024.
- Co-author, "Time to Assess "Foreign Private Issuer" Status – 2024," *Troutman Pepper*, July 3, 2024.
- Co-author, "Foreign Private Issuers Escape Potential Section 16 Reporting Obligations … For Now," *Troutman Pepper*, December 14, 2023.
- Co-author, "New Amendments and Pending Legislation Impact SEC Beneficial Ownership Reporting: What Foreign Private Issuers Need to Know," *Troutman Pepper*, December 4, 2023.
- Co-author, "SEC Adopts Final Rules Amending and Modernizing Beneficial Ownership Reporting Requirements ," *Troutman Pepper*, October 16, 2023.
- Co-author, "PCAOB Proposes Massive Expansion of the Auditor's Role," *Troutman Pepper*, August 4, 2023.
- Co-author, "Best Practices: In-house Legal Support of SEC Disclosures," *Troutman Pepper*, January 25, 2023.
- Co-author, "SEC's Division of Corporation Finance Revises CD&Is on Non-GAAP Financial Measures," *Troutman Pepper*, December 16, 2022.

MEDIA COMMENTARY

- Interviewed, "Balancing Act: Finding Harmony in Life and Law," *Washington Lawyer*, January/February 2025.