

Rob Evans

Counsel

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Rob's deep understanding of SEC rules and corporate finance, honed from his tenure as chief of the office of international corporate finance at the SEC, allows him to help clients navigate complex transactions and innovative financing solutions.

OVERVIEW

Rob brings extensive experience in advising companies and investment banks on complex transactions and securities offerings. His clients include corporations and financial institutions seeking guidance on public and private offerings of equity and convertible securities, investment-grade and high-yield debt offerings, and liability management transactions. Rob interprets SEC rules, corporate law, and board of directors' duties, helping clients to meet their regulatory obligations and optimize their financial strategies.

Rob assists clients with their SEC disclosures, sustainability reports, and the development of new corporate finance products. His comprehensive approach includes providing general corporate advice and navigating the intricacies of SEC rulemaking.

Rob brings strategic insights and an ability to manage high-stakes transactions. His dedication to client success and his proactive approach to legal challenges make him a trusted advisor in the fields of corporate governance, capital markets, and ESG compliance. Rob's involvement in professional panels and seminars further underscores his commitment to staying at the forefront of legal developments.

REPRESENTATIVE MATTERS

- Guided multiple companies through intricate transactions, including interpreting SEC rules and corporate law.
- Facilitated numerous public and private offerings of equity and convertible securities.
- Counseled companies on SEC disclosures and sustainability reports.
- Developed innovative corporate finance products and managed liability transactions.
- Structured and executed offerings of investment-grade and high-yield debt.
- Provided ongoing SEC and general corporate advice.
- Advised oil and gas companies on navigating the ESG landscape.

AWARDS

- *The Best Lawyers in America®*: Securities/Capital Markets Law (2006-2026)

TOP AREAS OF FOCUS

- Capital Markets
- Corporate Governance
- Environmental, Social + Governance (ESG)
- Investment Funds + Investment Management Services
- Securities Investigations + Enforcement

ALL AREAS OF FOCUS

- Capital Markets
- Corporate
- Corporate Governance
- Environmental, Social + Governance (ESG)
- Investment Funds + Investment Management Services
- Securities Investigations + Enforcement

PROFESSIONAL/COMMUNITY INVOLVEMENT

- Member, American Bar Association
- Member, American Law Institute
- Member, New York State Bar Association
- Fellow, American College of Governance Counsel
- Member, Working Group on Legal Opinions (WGLO)
- Member, TriBar Opinion Committee
- Advisory board, Johns Hopkins Department of Psychiatry and Behavioral Sciences
- Adjunct faculty, Penn Law, Teaching Legal Ethics for Corporate and Securities Lawyers
- Member, *Law360* Capital Markets Editorial Advisory Board

PROFESSIONAL EXPERIENCE

- Chief, office of international corporate finance, Securities and Exchange Commission Division of Corporation Finance

EDUCATION AND CERTIFICATIONS

EDUCATION

- Boston University School of Law, J.D., *cum laude*, 1985
- Harvard College, A.B., *cum laude*, 1982

BAR ADMISSIONS

- New York

SPEAKING ENGAGEMENTS

- Speaker, “The Corporate Transparency Act,” *TheCorporateCounsel.net*, March 4, 2024.
- Speaker, “Private Offerings: Navigating the New Regime,” *TheCorporateCounsel.net*, February 17, 2021.
- Panelist, “Compliance Issues in Investment Banking,” SIFMA Annual Compliance and Legal Seminar.
- Panelist, “Working Group on Legal Opinions – Opinions in Securities Offerings.”
- Speaker, “Practising Law Institute – Securities Regulation.”
- Speaker, “Practising Law Institute and New York State Bar Association Seminars on Legal Ethics.”

PUBLICATIONS

- Co-author, “Conviction in Insider Trading Case Brings New Attention to 10b5-1 Plans,” *Troutman Pepper Locke*, June 27, 2025.
- Co-author, “Recent SEC Corp/Fin Interpretations of Interest,” *Troutman Pepper Locke*, March 28, 2025.
- Author, “Oil and Gas Company Lawyers: Navigating the ESG Landscape,” *Texas Bar Journal*, March 26, 2024.
- Author, “Public Companies Should Pay Attention to the Corporate Transparency Act,” *Locke Lord*, January 25, 2024.
- Author, “Tighter SEC Cybersecurity Incident Disclosure Requirements Go into Effect Today,” *Locke Lord*, December 18, 2023.
- Author, “M&A Broker Exemption Update,” *Locke Lord*, May 23, 2023.
- Author, “SEC Adopts Revised Stock Buyback Disclosure Requirements,” *Locke Lord*, May 5, 2023.
- Author, “Short Extension of Clawback Policy Deadline Suggests Listed Companies Will Need to Adopt Policies by Early August,” *Locke Lord*, April 27, 2023.
- Author, “Updating Clawback Policies,” *Locke Lord*, April 5, 2023.
- Author, “Revisiting SEC Guidance on Non-GAAP Reporting,” *Locke Lord*, February 15, 2023.
- Author, “Defective Corporate Action by Delaware Corporations with Multiple Classes of Common Stock,” *Locke Lord*, February 14, 2023.
- Author, “Electronic Form 144 Filings: Reminder of April 13th Deadline,” *Locke Lord*, February 13, 2023.
- Author, “SEC Turns Workplace Misconduct into Disclosure Controls Violation; Clarifies Protection for Whistleblowers,” *Locke Lord*, February 7, 2023.
- Author, “Annual SEC Reporting – Two Points to Note,” *Locke Lord*, February 2, 2023.
- Author, “SEC Adopts New Restrictions on 10b5-1 Plans, Related Disclosure Requirements and Section 16 Filing Changes,” *Locke Lord*, December 15, 2022.
- Author, “UK Capital Markets Developments: The Edinburgh Reforms,” *Locke Lord QuickStudy*, December 12, 2022.
- Author, “Delaware Now Permits Exculpation of Corporate Officers,” *Locke Lord*, August 4, 2022.
- Author, “NAIC Adopts New Climate Risk Disclosure Standard for its Survey,” *Locke Lord*, April 11, 2022.
- Author, “Insurers Hit With Two Climate Disclosure Developments on Same Day,” *Locke Lord QuickStudy*, April 4, 2022.
- Author, “SEC and the NAIC Propose Significant New Climate Reporting Requirements,” *Locke Lord*, April 4, 2022.

- Author, “SEC Proposes Climate-Related Disclosure Requirements,” Locke Lord, March 24, 2022.
- Author, “SEC Proposes Climate-Related Disclosure Rules – What You Need to Know,” Locke Lord QuickStudy, March 24, 2022.
- Author, “SEC Proposes Tighter Cybersecurity Disclosure Requirements,” Locke Lord, March 14, 2022.
- Author, “SEC Proposes to Shorten Schedule 13D/G Filing Deadlines and Count Equity Derivatives,” Locke Lord, February 17, 2022.
- Author, “SPACs and Legend Removal Opinions,” *Business Law Today*, January 24, 2022.
- Author, “Delaware Court Addresses De-SPAC Merger Claims,” Locke Lord, January 12, 2022.
- Author, “SPACs and the Implications for D&O Insurance,” Locke Lord QuickStudy, December 21, 2021.
- Author, “Delaware Court Provides Guidance on Director Liability for Distributions,” Locke Lord, December 9, 2021.
- Author, “Delaware Clarifies That Statutory Appraisal Rights Can Be Waived,” October 14, 2021.
- Author, “Delaware Clarifies Its Rules Governing Stockholder Derivative Actions,” Locke Lord, October 13, 2021.
- Author, “Nasdaq Introduces Board Diversity Requirements,” Locke Lord, August 17, 2021.
- Author, “Charges Against Nikola Founder Provide Reminder to Use Caution in All Public Statements and Offer Governance Lessons,” Locke Lord, August 3, 2021.
- Author, “SEC Reminds Companies That Earnings Management Can Have MD&A Consequences,” Locke Lord, May 5, 2021.
- Author, “SEC Provides Reminder that Form 12b-25 is a Disclosure Document,” Locke Lord, April 30, 2021.
- Author, “Tier 2 Regulation A Offerings – Is Your Company Ready for a Mini-IPO?” Locke Lord QuickStudy, April 20, 2021.
- Author, “Continued SEC Focus on SPACs,” Locke Lord, April 1, 2021.
- Author, “Delaware Court of Chancery Reminds That Rights Plans Have Limits,” Locke Lord QuickStudy, March 11, 2021.
- Author, “Underwriters Do Not Use Green Shoe Options to Profit from IPO Stock Pops,” Harvard Law School Forum on Corporate Governance, February 26, 2021.
- Co-author, “Using SPACs in the Insurance Industry,” *Bloomberg Law*, February 5, 2021.
- Author, “SEC Focus on SPACs,” Locke Lord, December 29, 2020.
- Author, “Delaware Decision Has Lessons for Lenders and Others,” Locke Lord, December 21, 2020.
- Author, “SEC Revision of MD&A – Focus on Future Uncertainties Disclosure,” Locke Lord, December 10, 2020.
- Author, “SEC Proposes Changes to Equity Compensation Rules,” Locke Lord, December 3, 2020.
- Author, “Making the Case for Interval and Tender Offer Funds – Hedge Fund and Private Equity Sponsors Can Increase Their Investor Base and Provide Liquidity to Investors,” Locke Lord, November 12, 2020.
- Author, “SEC Modernizes Disclosure Requirements,” Locke Lord, August 27, 2020.
- Author, “SEC Adopts Amendments to Broaden the Accredited Investor and Qualified Institutional Buyer Definitions,” Locke Lord QuickStudy, August 27, 2020.
- Author, “SEC Updates Accredited Investor Definition; Makes Related Changes to Qualified Institutional Buyer Definition,” Locke Lord, August 27, 2020.
- Author, “SEC Adopts Rules for Proxy Voting Advisory Firms, Issues Supplemental Guidance for Investment Advisors,” Locke Lord, July 24, 2020.
- Author, “SEC Issues New COVID-19 Disclosure Guidance,” Locke Lord, June 25, 2020.
- Author, “Syndicated Term Loans and U.S. Securities Laws,” Locke Lord, June 8, 2020.
- Author, “Buybacks: How Companies Can Benefit From Undervalued Stock,” Locke Lord QuickStudy, June 2, 2020.

- Author, "SEC Streamlines Financial Statement Requirements for Acquired and Disposed Businesses," Locke Lord QuickStudy, May 27, 2020.
- Author, "NYSE Follows NASDAQ in Temporarily Exempting Some Private Offerings From Shareholder Approval," Locke Lord, May 18, 2020.
- Author, "Nasdaq Temporarily Permits Certain COVID-Related Private Offerings Without Shareholder Approval," Locke Lord, May 7, 2020.
- Author, "SEC Provides Temporary Relief to Permit Expedited Crowdfunding Offerings in a Time of COVID-19," Locke Lord, May 5, 2020.
- Author, "SEC and PCAOB Issue Warning on Risks of 'Emerging Markets' Investments," Locke Lord, April 24, 2020.
- Author, "NYSE Also Extends Relief From Price-Based Listing Requirements," Locke Lord, April 22, 2020.
- Author, "What We Know and What is Ahead: COVID-19 Financial Assistance," Locke Lord QuickStudy, April 21, 2020.
- Author, "Nasdaq Extends Date for Compliance With Price-Related Listing Requirements," Locke Lord, April 20, 2020.
- Author, "ISS and Glass Lewis Announce Flexibility In Corporate Governance Policies During COVID-19 Crisis," Locke Lord, April 20, 2020.
- Author, "SEC Emphasizes Meaningful Disclosure Amid COVID-19 Uncertainties," Locke Lord, April 9, 2020.
- Author, "SEC Supplements Guidance for Conducting Shareholder Meetings," Locke Lord, April 9, 2020.
- Author, "SEC Issues Guidance on Deadline for Part III Information Omitted From Form 10-K," Locke Lord, April 7, 2020.
- Author, "NYSE Gives Temporary Relief to Listed Companies for Private Placements with Insiders," Locke Lord, April 8, 2020.
- Author, "SEC Provides COVID-19 Disclosure Guidance," Locke Lord, March 27, 2020.
- Author, "Update: SEC Extends 45-Day Filing Relief Through July 1, 2020," Locke Lord, March 27, 2020.
- Author, "Federal Reserve Will Become a Direct Lender to Corporations and an Investor in Corporate Bond Markets," Locke Lord, March 26, 2020.
- Author, "Delaware Supreme Court Upholds Federal Forum Selection Provisions," Locke Lord, March 19, 2020.
- Author, "SEC Coronavirus Guidance on Shareholder Annual Meeting Engagement," Locke Lord, March 16, 2020.
- Author, "SEC Proposes Sweeping Changes for Exempt Offerings," Locke Lord, March 13, 2020.
- Author, "Update: SEC Provides Conditional Deadline Extensions," Locke Lord, March 13, 2020.
- Author, "SEC Guidance on Coronavirus Disclosures," Locke Lord, February 27, 2020.
- Author, "Delaware Expands Stockholder Rights to Demand Information and Facilitates Caremark Claims," Locke Lord QuickStudy, February 25, 2020.
- Author, "Credit Markets Seek to Limit the Influence of Net Short Lenders," Locke Lord, February 2020.
- Author, "SEC Provides Guidance on Performance Metrics in MD&A; Proposes Financial Disclosure Changes," Locke Lord, January 31, 2020.
- Author, "Locke Lord QuickStudy: SEC Urges Enhanced Disclosure of Foreign Risks to Corporate IP," Locke Lord, January 6, 2020.