

## Stanley Keller

Counsel

Boston

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Stan advises clients ranging from startups to industry leaders on SEC compliance, M&A, and corporate governance. A prolific author and speaker, he has chaired key ABA committees, influencing major corporate and securities law reforms.

### OVERVIEW

Stan is a seasoned corporate and securities attorney with extensive experience advising clients from emerging companies to industry leaders. His practice covers public and private securities offerings, corporate financings, mergers and acquisitions, and corporate governance. Stan assists publicly traded companies in navigating SEC compliance and public disclosure requirements. He also provides strategic counsel on best practices in corporate governance, addressing institutional and stockholder activism, and serving as special counsel to boards of directors and their committees.

In addition to his client work, Stan has played an active role in the development of corporate and securities laws through leadership positions in the American Bar Association and other professional organizations, and through his writings and frequent speaking engagements.

### AWARDS

- *Lexology Index: M&A and Governance* (formerly *Who's Who Legal*) (2023-2024)
- *Best Lawyers in America®: Corporate Compliance Law* (2011-2026), *Corporate Governance Law* (2011-2026), *Corporate Law* (2006-2026)
- *Chambers USA, Corporate/M&A* (2003-2025)
- *Euromoney Legal Media Group, World's Leading Corporate Governance and Capital Markets Lawyers* (2014)
- *Super Lawyers® Massachusetts, Securities and Corporate Finance* (2004-2014)

### TOP AREAS OF FOCUS

- Capital Markets
- Corporate Governance
- Corporate Transparency Act
- Mergers + Acquisitions

## ALL AREAS OF FOCUS

- Capital Markets
- Corporate
- Corporate Governance
- Corporate Transparency Act
- Mergers + Acquisitions
- Private Equity

## PROFESSIONAL/COMMUNITY INVOLVEMENT

- Member, American Bar Association
  - Former chair, Legal Opinions Committee
  - Former chair, Audit Responses Committee
  - Former chair, Federal Regulation of Securities Committee; interacting with the SEC, other government officials, and stock exchanges
  - Special adviser, Task Force on Corporate Responsibility
  - Special adviser, Task Force on Implementation of Section 307 of the Sarbanes-Oxley Act
  - Member, Task Force on the Attorney-Client Privilege
  - Special adviser and reporter, Task Force on SEC Attorney Conduct Rules
- Member, Boston Bar Association
  - Former co-chair, Task Force on Revision of the Massachusetts Business Corporation Law
  - Former co-chair, Business Law Section and Corporation Law Committee
- Member, TriBar Opinion Committee; authored “Remedies Opinion Report” and “Preferred Stock Opinion Report”
- Independent consultant and monitor, city of San Diego, overseeing its compliance with SEC enforcement order (2007-2010)
- Former co-chair, Practicing Law Institute Annual Institute on Securities Regulation

## EDUCATION AND CERTIFICATIONS

### EDUCATION

- Harvard Law School, LL.B., *magna cum laude*, 1962
- Columbia University, B.A., 1959

### BAR ADMISSIONS

- Massachusetts

## 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, “Public Company Option Grants in 2024,” *Locke Lord*, May 20, 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, "There Is a Big Difference Between 'Void' and 'Voidable,'" *Locke Lord QuickStudy*, November 21, 2023.
- Author, "Delaware Court of Chancery Approves Differential Voting Within Same Class," *Locke Lord QuickStudy*, November 16, 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, "Unexpected Rescue: Observations on the Silicon Valley Bank Closure and Ongoing Market Disruptions," *Locke Lord QuickStudy*, March 16, 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, "Lessons From SEC Enforcement Actions Involving Corporate Lawyers," *Locke Lord*, November 21, 2022.
- Author, "Delaware Now Permits Exculpation of Corporate Officers," *Locke Lord*, August 4, 2022.
- Author, "Integration of Private and Public Offerings 2022," *Locke Lord*, March 31, 2022.
- Author, "SEC Proposes Climate-Related Disclosure Rules – What You Need to Know," *Locke Lord QuickStudy*, March 24, 2022.
- Author, "SEC Proposes Climate-Related Disclosure Requirements," *Locke Lord*, 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," *Locke Lord*, 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, "Delaware Court of Chancery Finds That Crossing the 'Fine Line Between Glaringly Eggregious

Conduct and an Aggressive Litigation Position' Costs Gilead \$1.76 Million in Attorneys' Fees," *Locke Lord QuickStudy*, July 29, 2021.

- Author, "SEC Reminds Companies That Earnings Management Can Have MD&A Consequences," *Locke Lord*, May 5, 2021.
- Author, "United States District Court Accepts the 'Valid When Made' Doctrine," *Locke Lord QuickStudy*, May 3, 2021.
- Author, "SEC Provides Reminder that Form 12b-25 is a Disclosure Document," *Locke Lord*, April 30, 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, "Delaware Supreme Court Rules Stockholders Are Entitled to Books and Records Based on 'Investigatory Purpose' Without Stating Objectives of Investigation," *Locke Lord QuickStudy*, January 25, 2021.
- Co-author, "Corporate Director's Guidebook, Seventh Edition," ABA Committee on Corporate Laws, 2020.