

Susan Stoops Ancarrow

Partner

Richmond

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OVERVIEW

Susan focuses her practice on the public reporting, corporate governance, and executive compensation needs of public companies. She has been advising public companies for more than 20 years with respect to periodic disclosure obligations, corporate governance issues, proxy statements, NYSE, Nasdaq and OTCBB listing issues, beneficial ownership reporting, and securities law aspects of executive compensation. Susan also advises public companies with respect to capital raising, stock repurchase programs, and mergers and acquisitions.

She advises public companies across a wide range of industries and has a special focus on financial institutions and their holding companies.

Susan also regularly serves as trustee's counsel in debt offerings.

REPRESENTATIVE MATTERS

- Serves as general outside securities counsel for several public companies.
- Advised on the establishment of dividend reinvestment and stock purchase plan for offering of up to five million shares of common stock.
- Advised on underwritten offerings of newly established series of preferred stock with concurrent initial listings on NYSE.
- Registered direct offering of common stock and warrants.
- Represented a client in \$120 million underwritten offering of common stock.
- Represented the seller, a public bank holding company for a state bank, in a mixed-consideration merger.
- Represented the buyer, a public bank holding company for a state bank, in an all-cash merger.

AWARDS

- *Best Lawyers in America*®: Securities/Capital Markets Law (2018-2026)
- *Virginia Super Lawyers* "Rising Star" (2007, 2008, 2009)

TOP AREAS OF FOCUS

- Banking + Financial Services Regulation
- Community Banking
- Corporate
- Financial Services
- Financial Services Securities + Capital Markets

ALL AREAS OF FOCUS

- Banking + Financial Services Regulation
- Community Banking
- Corporate
- Corporate Trust + Agency Services
- Financial Services
- Financial Services Securities + Capital Markets
- Real Estate Capital Markets (REITs)

PROFESSIONAL/COMMUNITY INVOLVEMENT

- Delaware State Bar Association
- Virginia State Bar Association
- Mediterranean Society, member
- Snowald Corporation, vice president/treasurer

EDUCATION AND CERTIFICATIONS

EDUCATION

- University of Virginia School of Law, J.D., 1997
- Stanford University, B.A., 1992

BAR ADMISSIONS

- Virginia
- Delaware (Inactive)

CLERKSHIPS

- Hon. Chancellor William B. Chandler, III, Delaware Court of Chancery, 1997-1998

SPEAKING ENGAGEMENTS

- Speaker, Troutman Pepper's 2024 Public Company Seminar, October 24, 2024.

- Speaker, Troutman Pepper's 2023 Public Company Seminar, December 7, 2023.
- Speaker, Troutman Pepper's 2022 Public Company Seminar, December 8, 2022.
- Presenter, "NASDAQ Diversity Rules," Troutman Pepper Annual Public Company Seminar, December 9, 2021.
- Speaker, "Avoiding Legal Pitfalls for a Successful Compensation Program," Bank Compensation and Talent Conference, November 9, 2021.
- Presenter, "Impact of COVID-19 on Perks" and "Impact of COVID-19 on CEO Pay Ratio Disclosure," Troutman Pepper Annual Public Company Seminar, December 2020.
- Co-presenter, "The Legal Landscape: 10 Things Every Director & CEO Should Know About Compensation," Bank Director: BankBEYOND Conference, November 2020.
- Co-presenter, "Bank Compensation Workshop," Bank Director: Bank Compensation & Talent Conference, November 2019.
- Guest speaker, "Big Law and the Profession (and Business) of Law," UVA Law School, October 2019 and 2020.
- Presenter, "SEC Reporting Changes, Enforcement Updates and Proxy Season Planning," Troutman Sanders Annual Public Company Seminar, September 2019.
- Presenter, "SEC Updates," Troutman Sanders Annual Public Company Seminar, October 2018.
- Presenter, "Recent Securities Regulation and Corporate Governance Developments," Troutman Sanders Annual Public Company Seminar, October 2017.
- Presenter, "Legal Tips for More Effective Board Operations," Virginia Association of Community Bankers Annual Convention, 2017.
- Presenter, "Dodd-Frank Act Compensation Updates, Auditor Independence Updates, Proposed Amendment to Definition of 'Smaller Reporting Company,' Time to Review Your Insider Trading Policy," Troutman Sanders Annual Public Company Seminar, October 2016.
- Presenter, "The Changing Face of Directorship in Banking," Bank Director: Bank Executive and Board Compensation Conference, 2016.
- Presenter, "Dodd-Frank Compensation Updates, CEO Pay-Ratio Disclosure Rules, Clawback Rules, Pay-for-Performance Rules, Hedging Disclosure Rules, Don't Stifle Employee Whistleblowers," Troutman Sanders Annual Public Company Seminar, October 2015.
- Presenter, "Update on the SEC's Executive Compensation Disclosure Rules Under Dodd-Frank," The Knowledge Group Webinar, 2015.
- Presenter, "Dodd-Frank Regulatory Updates and What it Means to You," Bank Director: Bank Executive and Board Compensation Conference, 2015.
- Presenter, "Dodd-Frank Act Update, Pay Ratio Disclosure, Shareholder Engagement and Other Trends," Troutman Sanders Annual Public Company Seminar, October 2014.

PUBLICATIONS

- Co-author, "Key Takeaways for Regional and Community Banks from the Federal Reserve's April 2021 Supervision and Regulation Report," *Troutman Pepper*, May 13, 2021.
- Co-author, "Key Considerations for the 2021 Reporting Season," *Troutman Pepper*, January 15, 2021.
- Co-author, "Advantages and Disadvantages of Bank Holding Company Structure," *Troutman Sanders*, June 20, 2019.
- Co-author, "What's an SEC Filer to Do? Effect of the Partial Government Shutdown on SEC Filings," *Troutman Sanders*, January 18, 2019.
- Co-author, "Five Things to Know: SEC Adopts Final Rules on Hedging Policies," *Troutman Sanders*, December 19, 2018.