

John B. Beckman

Partner

Washington, D.C.

Biography

John Beckman helps his clients navigate the ever-changing public company landscape. He focuses on SEC disclosure, financial and accounting issues, proxy solicitations, insider trading, state corporate law issues, strategic transactions, and corporate governance.

As the leader of the firm's U.S. Securities and Public Company Advisory practice, John's focus is on representing public companies and their boards on their most important matters. John frequently represents public companies and boards of directors on strategic transactions, including strategic review processes and unsolicited takeover proposals, financial restatements, and shareholder interactions, including shareholder engagement and proxy contests. He has over 20 years of experience advising clients on a broad range of complex transactions, such as mergers, acquisitions, tender offers, divestitures, spin-offs, dividends and distributions, capital markets financings and recapitalizations.

John serves as regular outside securities and corporate governance counsel to numerous NYSE and NASDAQ listed companies. In addition, John is regularly engaged as special counsel by other law firms, companies, and boards to advise on corporate governance matters, crises, and special situations.

John is nationally recognized as a leading lawyer in corporate governance and public company representations.



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Practices

Capital Markets

Corporate Governance

Crisis Leadership Team

Mergers and Acquisitions

Securities and Public Company
Advisory

Industries

Aerospace and Defense

Consumer

Diversified Industrials

Areas of focus

Securities and Financial Regulatory
Advice

Representative experience

Bristol-Myers Squibb Co. (NYSE: BMY) on its tender offer and redemption of up to US\$4bn of notes.

BWX Technologies Inc. (NYSE: BWXT) on its US\$400m Rule 144A/Reg S unsecured notes offering.

Papa John's International (NASDAQ: PZZA) and its independent directors in a feud with its founder and US\$250m investment by Starboard Value LP, named *The Deal's* Activist Campaign of the Year.

FLIR Systems Inc. (NASDAQ: FLIR) on its US\$8bn sale to Teledyne Technologies Incorporated (NYSE: TDY) in a cash and stock merger transaction.

Equifax Inc. (NYSE: EFX) in connection with its corporate governance and securities matters, including an aggregate of US\$3.75bn notes offerings following a cyber security incident.

Orbital ATK Inc. (NYSE: OA) on corporate governance, securities, and transactional matters, including a multi-year financial restatement and US\$9.2bn sale to Northrop Grumman Corp. (NYSE: NOC).

Orbital Sciences Corp. (NYSE: ORB) in connection with its US\$5bn "merger of equals" transaction with Alliant Techsystems Inc.

Reliance Steel & Aluminum Co. (NYSE: RS) on its corporate governance and securities matters, including its reincorporation from California to Delaware and US\$900m investment grade bond offering.

McCormick & Co. (NYSE: MKC), a global leader in flavor and spices, in its debt offerings.

Choice Hotels International Inc. (NYSE: CHH) in connection with its corporate governance and securities matters, including an aggregate of US\$850m debt offering and special dividend transaction.

DIRECTV Group Inc. in connection with its disposition of two satellite-related businesses, including the sale of Hughes Network Systems.

Stock Exchange Listings and Regulatory Compliance

Raising Debt Capital

Section 16 Advice

Proxy Solicitations, Shareholder Meetings, and Shareholder Proposals

Disclosure and Reporting Obligations

Accounting and Auditing

Capital Markets and Tax

Compensation Committee

Public Company Mergers and Acquisitions

Special Committee and Independent Director Representations

Shareholder Activism

Education and admissions

Education

J.D., University of Baltimore School of Law, magna cum laude, 1997

B.S., Towson University, 1994

Memberships

Member, Business Law Section, American Bar Association

Bar admissions and qualifications

District of Columbia

Osiris Therapeutics Inc. (NASDAQ: OSIR) in a multi-year financial restatement and its subsequent sale by tender offer to Smith & Nephew PLC.

Awards and rankings

- M&A/Corporate and Commercial: Corporate Governance, Leading Lawyer, *Legal 500 US*, 2021
- M&A/Corporate and Commercial: Corporate Governance, Recommended, *Legal 500 US*, 2016-2021
- M&A/Corporate and Commercial: Shareholder Activism: Advice to Boards, Recommended, *Legal 500 US*, 2019-2021
- Acritas Star, *Acritas Stars Independently Rated Lawyers*, 2017-2020

Latest thinking and events

- News
 - SEC proposes major Rule 10b5-1 amendments and disclosure requirements relating to securities transactions
- News
 - SEC proposes rules to prevent fraud and promote transparency in the use of credit default swaps and other security-based swaps
- News
 - SEC proposes major reform of share repurchase disclosure
- News
 - Navigating the evolving ESG disclosure landscape as a U.S. public company
- News
 - SEC staff issues new guidance on shareholder proposals involving social policy issues
- News
 - SEC staff issues sample comments regarding climate change disclosure