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Head of the Firm’s innovative Public Company Advisory Practice, Karen Hsu Kelley counsels U.S. and non-U.S. public companies on governance considerations and compliance with federal securities laws and the listing requirements of the major U.S. exchanges. In her practice, Karen regularly assists public companies on navigating a wide range of matters, including SEC and stock exchange reporting and disclosure requirements, disclosure of board and executive compensation, corporate governance, conflicts of interest, crisis management planning, shareholder proposals, director independence, insider trading considerations, the impact of proxy advisory firms, and responses to formal and informal SEC inquiries.

A significant portion of Karen’s practice specifically relates to advising boards of directors and board committees, including regarding board and committee structures, new developments and changing best practices in governance, sensitive management and board leadership transitions, and board and committee self-assessments.

Karen has been given an individual Band 1 ranking in Corporate Governance (USA – Nationwide) by *Chambers USA*, which notes that she is a “highly sought-after corporate governance expert.” Clients have commented to *Chambers* that “Karen is a force to be reckoned with in this area. She’s so knowledgeable, practical and responsive and just a really incredible person to work with.” According to clients interviewed by *Chambers*, Karen “understands where you’re going and thinks three steps ahead.” In addition, Karen sits on the Advisory Board for Practical Law with respect to Capital Markets & Governance matters.

During her career spanning over two decades, Karen has advised a wide range of clients, from Dow 30, Fortune 100 and S&P 500 companies to small- and mid-cap companies along with IPO companies, including Affiliated Managers Group, Amneal Pharmaceuticals, Balchem Corporation, Bentley Systems, Blackstone, Caterpillar, Certara, Cooper-

Practice Focus:

- Capital Markets
- Public Company Advisory Practice
- Corporate Governance
- Crisis Management and Strategic Response
- Shareholder Activism
- Corporate
- Anti-Discrimination Litigation and Advisory Practice
- Sustainability and Environmental, Social and Governance (ESG)

Standard Holdings, Cushman & Wakefield, Dillard's, Inc., Dorman Products, Ducommun, Herc Rentals, Hovnanian Enterprises, Kyndryl Holdings, Laureate Education, LivaNova plc, SiriusXM, The Travelers Companies, Inc. and United Parks & Resorts.

Karen received her J.D. in 2002 from Columbia Law School, where she was a Harlan Fiske Stone Scholar. She received a B.A., *cum laude*, from Princeton University in 1997.