

MEMORANDUM

TO: File No. S7-12-15

FROM: Anne Krauskopf
Division of Corporation Finance

DATE: May 4, 2016

SUBJECT: Meeting with the Joint Committee on Employee Benefits of the American Bar Association

On May 3, 2016, Keith Higgins, Director of the Division of Corporation Finance, and the following members of the staff of the Division of Corporation Finance met with representatives from the American Bar Association Joint Committee on Employee Benefits (“JCEB”): David Fredrickson, Chief Counsel; Jonathan Ingram, Deputy Chief Counsel; Sebastian Gomez Abero, Chief, Office of Small Business Policy; Felicia Kung, Chief, Office of Rulemaking; Ted Yu, Chief, Office of Mergers and Acquisitions; Joel Levine, Associate Chief Accountant; Raquel Fox, Senior Special Counsel to the Director; Anne Krauskopf, Senior Special Counsel; Eduardo Aleman, Special Counsel; Luna Bloom, Special Counsel; Zachary Fallon, Special Counsel; John Fieldsend, Special Counsel; Johanna Losert, Special Counsel; and Carolyn Sherman, Special Counsel. Also in attendance was Mattias Nilsson of the Division of Economic and Risk Analysis.

The representatives from JCEB in attendance were: Alex Bahn, Hogan Lovells; Mark Borges, Compensia; Susan Daley, Perkins Coie; Tom Desmond, Vedder Price; Howard Dicker, Weil, Gotshal & Manges LLP; Alan Dye, Hogan Lovells; Sarah Fry, Locke Lord LLP; Elizabeth Gartland, Fenwick & West LLP; David Gordan, Frederic W. Cook & Co., Inc.; Sharon Hendricks, Gunderson Dettmer; Joshua Miller, Proskauer Rose LLP; Sue Morgan, Perkins Coie; Ron Mueller, Gibson Dunn & Crutcher; Carol Silverman, Mercer; Charmaine Slack, Jones Day; Scott Spector, Fenwick & West LLP; Martha Steinman, Hogan Lovells; and Frank Zarb, Proskauer Rose LLP.

The discussion included the Commission’s proposed rules for Listing Standards for Recovery of Erroneously Awarded Compensation.

Section 954

Listing standards relating to recovery of erroneously awarded compensation Proposed Rule 10D-1

