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Robert L. Messineo has practiced in virtually all areas of corporate and securities law, concentrating on corporate governance, securities law compliance, mergers and acquisitions and restructurings. He is a member of the Firm's Public Company Advisory Group, which specializes in advising public companies, directors and officers on governance and securities law matters. He is a member of the American Bar Association Committee on Federal Regulation of Securities and its Subcommittee on Continuous Disclosure and Task Force on Shareholder Proposals.

Mr. Messineo has counseled boards of directors of public companies for more than 20 years, including audit, compensation, governance and special investigatory and transactional committees. He has represented on governance, SEC reporting and merger and acquisition transactions a variety of public companies including General Motors, General Electric, Maxim Integrated Resources, Armstrong World Industries, Magellan Health Services and The Children's Place Retail Stores, Inc.

Mr. Messineo is a frequent participant in professional education programs and the author of numerous articles in his areas of practice, including the following sample:

- "Avoiding Risks in Option Grants," *Directors & Boards* – E-Briefing, Vol. 4, No. 4, April 2007.
- Panel on "Development in the Oversight of Risk Management," KPMG Audit Committee Institute, Third Annual Audit Committee Issues Conference, February 2007
- "Audit Committee Disclosure" (with G.S. Backman), Chapter 14 in *A Practical Guide to SEC Proxy and Compensation Rules* (Third ed, 2006).
- "Shareholder Access: A Status Report," West Legal Works, *The 28th Annual Institute on Proxy Statements, Annual Meetings and Critical Corporate Disclosures*, December 2006
- "Corporate Accountability and Investor Expectations," The Conference Board, *2003 Investor Relations Seminar*.
- "New Audit Committee Standards for Companies Whose Securities Trade in the U.S.," N.Y.S.B.A., *Corporate Law Practice in the Wake of the Sarbanes-Oxley Act and Recent SEC Regulations*, June 2003.
- "The Fiduciary Duties of Directors and Officers of the Financially Distressed Company" (fourth ed.), Practising Law Institute, 2001 "*Bridge-the-Gap I*" Program Handbook.
- "Shareholder Initiatives: Proposals and Solicitations" (fifth ed.) in *Securities Law Techniques* (Ch. 53), Matthew Bender (March 2001) (6th ed. forthcoming).

Mr. Messineo received his J.D. from Yale Law School in 1978 and his A.B. with

Honors from Syracuse University.

