

Yelena M. Barychev | Partner  
Corporate

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Yelena Barychev advises management and boards of directors on:

- Corporate governance matters, including executive and director compensation and compliance with NASDAQ and NYSE listing requirements
- Public and private offerings of securities
- Preparation of proxy statements, Forms 10-K, 10-Q, 8-K, and other SEC filings
- Cybersecurity risk management
- Compliance with the Sarbanes-Oxley Act, the Dodd-Frank Act, and the JOBS Act

Yelena is a co-lead of the firm's Environmental, Social and Governance ("ESG") team. She works with directors and management to provide guidance on ESG strategies, reporting, and disclosure.

She writes and speaks frequently on securities compliance and ESG matters, most recently:

- Panelist, "Evolving Best Practices in Board Evaluations & Composition Planning," Society for Corporate Governance Middle Atlantic Chapter 2023 Spring Conference (May 11, 2023)
- Panelist, "A Perfect Storm for Directors: More Risk, Less Protection," NACD Pacific Southwest Chapter (April 19, 2023)
- "How New SEC Rules Impact Compensation Committees' 2023 Agendas," *Corporate Secretary* (February 14, 2023)
- "Creating a Sustainable Corporation for the Long Term: A Guide to Effectively Implementing ESG Initiatives for Boards," *Board Leadership*

(September 14, 2022)

- “How the SEC’s Climate Disclosure Plan Raises the Bar for Boards,” *Corporate Secretary* (June 8, 2022)
- Panelist, “Cybersecurity Governance—The New Normal,” Society for Corporate Governance Middle Atlantic Chapter 2022 Spring Conference (May 12, 2022)

Yelena's practice also focuses on advising clients on mergers and acquisitions, compliance with the Hart-Scott-Rodino Antitrust Improvements Act, as well as contract drafting and negotiations. She also counsels nonprofit organizations.

Yelena represents clients in a broad range of industries, including life sciences, information technology, manufacturing, and financial services companies.

## Outside The Firm

Yelena is a member of the Educational Programs Committee of the Society for Corporate Governance. Yelena is also a member of Women Corporate Directors (“WCD”) and National Association of Corporate Directors (“NACD”). She currently serves on the Board of NACD’s Philadelphia Chapter.

Yelena serves as President of the Association of Audit Committee Members, Inc., a nonprofit organization dedicated to developing national best practices for audit committees.

Yelena is an Adjunct Professor at Temple University Beasley School of Law, where she teaches Corporate Governance and Disclosure.

## Select Engagements

- **Intricon Corporation**, in its \$241 million take-private acquisition by Altaris Capital Partners, an investment firm focused exclusively on the healthcare industry.
- **travAlliancemedial, LLC**, a leading marketing services, digital media, event and information company serving the retail travel community, in the sale of the company to Northstar Travel Media, LLC, a business-to-business information and marketing solutions company serving the travel industry.
- **Siemens Healthineers** in its approx. \$1.1 billion acquisition of Corindus Vascular Robotics, Inc. (NYSE: CVRS), a publicly traded, global technology leader for robotic-assisted vascular interventions.
- **FragranceNet.com**, an online retailer of perfumes, skincare and related beauty products, in its sale to B&S Group, a global distributor of consumer goods.
- **Kreisler Manufacturing Corporation**, a manufacturer and seller of precision metal components and assemblies primarily used in military and commercial aircraft engines, in its sale to United Flexible Technologies, Inc., a portfolio company of Arlington Capital Partners.

- **A.C. Moore Arts & Crafts, Inc.**, a specialty retailer of arts, crafts, and floral merchandise in the eastern United States, in connection with its \$40.4 million acquisition by an affiliate of Sbar's, Inc.
- **Lincoln Financial Group**, in several senior note offerings with an aggregate transaction value of \$975 million.
- **General Cable Corporation**, a global leader in the development, design, manufacture, marketing, and distribution of copper, aluminum, and fiber optic wire and cable products for the energy, industrial, specialty, construction and communications markets, in several transactions, including:
  - a consent solicitation transaction to obtain consents from its noteholders to amend certain covenants and indentures governing \$725 million in senior notes.
  - its private offering of \$600 million in aggregate principal amount of senior notes
- **Blue 9 Fund I, LP**, a private equity fund that invests in middle market companies, as one of the selling shareholders in an initial public offering of common stock of Five Below, Inc.

## Admissions

- Pennsylvania
- New Jersey

## Education

- Moscow State Pedagogical University, BA
- University of Pennsylvania Law School, JD

## Recognitions

- 2023, Professional Excellence Awards, by *The Legal Intelligencer*

## Languages

- Russian