



Ellen Knarr

Partner

New York, NY

T: (212) 297 2423

F: (212) 916 2940

eknarr@daypitney.com vCard in

OVERVIEW

Ellen Knarr counsels public companies on corporate and securities law matters. Ellen primarily practices in the areas of public reporting responsibilities, SRO-compliance, corporate governance best practices and certain executive compensation matters and advises senior management, boards of directors and board committees with respect to these and other legal compliance matters.

Ellen's practice involves representation of numerous NYSE- and Nasdaq-listed clients covering a wide array of industries, including retail, hospitality, banking, technology and document and data services companies. Ellen's work for these clients involves:

- Reviewing SEC filings and other public disclosures, including 10-Ks, 10-Qs, 8-Ks, earnings releases, and advising with respect to Regulation FD matters;
- Advising with respect to Section 16 matters and related disclosures, as well as disclosure obligations under Regulation 13D-G;
- Counseling with respect to certain executive compensation matters, focusing primarily on the disclosure obligations related to a company's executive compensation program, including the Compensation Discussion and Analysis, say-on-pay proposal and other detailed executive compensation-related disclosures;
- Reviewing and drafting equity compensation plans and related equity award agreements, employee stock purchase plans and employment and separation agreements and advising clients with respect to the disclosure- and securities-related obligations that may arise in connection with these arrangements and other employee benefit plans;
- Counseling in connection with matters related to annual shareholder meetings, including drafting and review of proxy materials, voting policies of institutional investors and proxy advisory firms and shareholder proposals;
- Advising with regard to compliance with continued listing standards and corporate governance requirements, including issues related to director independence, board committee functions,

shareholder approval requirements, and drafting and reviewing documents required under listing standards, such as committee charters, codes of conduct and governance principles.

In addition to the corporate and securities work she handles for our public company clients, Ellen is a dedicated leader and participant in a variety of the firm's initiatives and also participates in pro bono matters. As a leader in the firm, she serves as the office managing partner of New York office. Ellen also serves on the leadership committee of Day Pitney's firm-wide women's initiative, Women Working Together (WWT®), and she is an active member of the firm's Diversity and Inclusion Committee. From 2007 to 2015, Ellen served as Secretary to the New Jersey Corporation and Business Law Study Commission, a legislative commission dedicated to improving and modernizing the New Jersey Business Corporation Act.

SERVICES

CORPORATE AND BUSINESS LAW

PUBLIC COMPANIES, SECURITIES AND CAPITAL MARKETS

EMPLOYEE BENEFITS AND EXECUTIVE COMPENSATION

INDUSTRIES

FINANCIAL SERVICES

INSIGHTS

AMENDMENT TO THE NEW JERSEY BUSINESS CORPORATION ACT PERMITS VIRTUAL-ONLY ANNUAL MEETINGS DURING COVID-19 STATE OF EMERGENCY

Co-author, March 25, 2020, *Day Pitney Advisory*

ST. JOHN'S UNIVERSITY SCHOOL OF LAW WOMEN'S LEADERSHIP BOOT CAMP

Panelist, October 5, 2018, St. John's University School of Law, New York, NY

EXECUTIVE DIRECTOR OF WOMEN'S CAMPAIGN SCHOOL AT YALE ADDRESSES WWT AND GUESTS

WWT Committee Member, March 22, 2017

GUIDANCE FOR 2011 PROXY SEASON

Co-author, December 1, 2010, *Day Pitney Alert*

NEWS

DAY PITNEY MOVES NEW YORK CITY OFFICE

Featured, July 22, 2019, *Day Pitney Press Release*

DAY PITNEY'S WWT RECEPTION AND DISCUSSION WITH FRAN HAUSER

Featured, May 9, 2018, *Day Pitney Press Release*

PROFILES IN DIVERSITY JOURNAL NAMES 4 DAY PITNEY ATTORNEYS "WOMEN WORTH WATCHING" FOR 2017

Featured, May 26, 2017, *Day Pitney Press Release*

DAY PITNEY NAMES TWO MANAGING PARTNERS

Featured, December 18, 2015, *Connecticut Law Tribune*

BRYAN CAVE, DAY PITNEY APPOINT MANAGING PARTNERS

Featured, October 6, 2015, *New York Law Journal*

EDUCATION AND CREDENTIALS

EDUCATION

St. John's University School of Law, J.D., 2005

University of Notre Dame, B.A., 2002

ADMISSIONS

State of New Jersey

State of New York

AFFILIATIONS

Saint John's University School of Law Alumni Association

Lex Mundi

RECOGNITION AND COMMUNITY

RECOGNITION

Honored as a "Woman Worth Watching" by the *Profiles in Diversity Journal*, 2017

Chosen as one of the "New Leaders of the Bar" by *New Jersey Law Journal*, 2014

Received the Outstanding Nonprofit Project Award from the Pro Bono Partnership, 2013