

# Josh La Grange

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Counsel, Palo Alto

Corporate



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## Education

J.D., Columbia University School of Law, 2000 (Articles Editor, *Columbia Law Review*; James Kent Scholar; Harlan Fiske Stone Scholar)

A.B., College of William and Mary, 1997  
(*magna cum laude*)

## Bar Admissions

California

## Publications

Co-Author, "SEC Staff Issues New Shareholder Proposals Guidance," *Wolters Kluwer's Corporation Report Bulletin*, December 15, 2015

Co-Author, "Analysis: Corp Fin's New 'Section 13(d) Groups' CDI," *DealLawyers.com*, January 10, 2014

Co-Author, "Section 16 Resolutions Approving the Disposition of Target Securities by Insiders in a Merger," *Practical Law Company*, April 2013

Co-Author, "Section 16 Resolutions Approving the Acquisition of Buyer Securities by Insiders in a Merger," *Practical Law Company*, April 2013

Josh La Grange represents clients in a variety of corporate and securities law matters, including SEC reporting and compliance, corporate governance, mergers and acquisitions, joint ventures, and shareholder activism preparedness.

In addition to advising numerous public companies concerning general corporate, corporate governance and securities law matters, a significant part of Mr. La Grange's practice is focused on advising investors and issuers on complex or novel beneficial ownership issues arising under the federal securities laws. This work includes structuring corporate finance, M&A, spin-off and derivatives transactions and developing related disclosure strategies and compliance programs, seeking relief from disclosure requirements and defending claims regarding disclosure violations and for recovery of short-swing profits under Section 16(b) of the Securities Exchange Act of 1934. Mr. La Grange has extensive experience advising issuers and their affiliates regarding insider trading policies, Rule 144 sales, Rule 10b-5 concerns and Rule 10b5-1 trading plans.

In addition to counseling public companies regarding recurring governance matters such as director independence, related-party transactions, annual meetings, proxy statements, shareholder proposals and other shareholder matters, Mr. La Grange also has advised well-known public companies on several less typical corporate governance matters. In this regard, he has advised boards of directors in connection with governance complaints and investigations; developed incentive plans to align the interests of a company and its officers in regard to less-than-wholly-owned subsidiary investments; and advised a household-name company in connection with its founder's and controlling shareholder's retirement and continuity planning.