



Maryann Waryjas

Maryann helps senior management and boards of directors achieve their strategic business goals and objectives – on time and within budget. She concentrates on all aspects of business law, especially corporate governance, securities law, M&A transactions and executive compensation. She has been the legal architect for many successful transactions and corporate governance initiatives.

She represents boards, board committees and management in sophisticated corporate and securities transactions, including complex mergers, acquisitions, divestitures, securities offerings, financings and re-financings, joint ventures and outsourcing arrangements. She advises boards of directors and senior executives regarding corporate governance matters, succession planning, indemnification issues, directors and officers liability insurance arrangements, sensitive matters involving senior executives, and crisis management. Recently, she represented the independent slate of board candidates in a nationally prominent corporate control contest. Most recently, she was counsel to a special committee in litigation brought in a tender offer – which resulted in no payments to the plaintiffs or their counsels, minimal additional disclosures, and only a five-day delay in the closing of the tender offer.

Over her career, she has represented sellers, buyers, and investors, located in the U.S. and overseas, in transactions in a broad spectrum of industries, including agriculture, energy, food products, health care insurance, manufacturing, mining, education, technology, distribution and logistics, financial services and defense and aerospace.

Maryann represents corporations, as well as private equity and hedge funds, and other financing sources, in control transactions, equity investments, senior and junior debt financings, public bond issuances, PIPES transactions, and restructurings.

She counsels compensation committees regarding executive compensation policies and the design and structure of executive employment arrangements, including proper disclosure.

As a trusted and respected adviser, she has been the lead partner in internal investigations and for the resolution of significant U.S. government investigations and qui tam actions, as well as complex commercial disputes.

She is a frequent presenter at national and regional conferences of significant reputations, and has authored many articles on mergers, acquisitions, corporate governance, director and officer liability, executive compensation, disclosure issues and other securities laws matters. She has been listed in Illinois Super Lawyers in the area of Securities Law and the Leading Lawyers Network. She recently served as an Issues Group Leader for the ABA Business Law Committee's Deal Points Task Force. She is a member of the Advisory Board of the Society of Corporate Secretaries and Governance Professionals (Chicago), and serves on the Society's national Securities Law Committee and Corporate Practices Committee.

Ms. Waryjas has a strong commitment to community service. She is a member of the Board of Directors of The Girls Scouts of Greater Chicago and Northwest Indiana, the largest Girl Scouts Council in the U.S., where she is a member of the President's Council and Chair of the Audit Committee. She has been an Adult Camper and sponsor of Camp CEO. She previously served on the Board of The Girl Scouts of Chicago. She has also served as a member of the Leader Council of Mercy Home for Boys and Girls.

She is past president and former member of the Board of Directors of the Chicago Finance Exchange. She



received the "Woman of Vision in Business" award from the Women on Boards Committee, the InterOrganizational Network (ION) Outreach Committee and the Advisory Board of POWER. She is also a member of The Economic Club of Chicago, the National Association of Corporate Directors, the National Investor Relations Institute, and the Association for Corporate Growth.

She received her B.S. degree, *magna cum laude*, from Loyola University and her J.D. degree, *cum laude*, from Northwestern University Law School.