

Spencer C. Barasch



Partner

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PRACTICE AREAS

Corporate Compliance,
Investigations and
Defense
Subprime and
Distressed Assets
Corporate/Securities
Litigation

EDUCATION

JD, 1984, University of
Tulsa College of Law,
Tulsa Law Review
AB, 1980, Duke
University

ADMITTED

Texas 1994
District of Columbia
1984

Spence is the leader of Andrews Kurth's corporate governance and securities enforcement team. He has extensive experience defending regulatory and government investigations and civil and criminal litigation initiated by the Securities and Exchange Commission, the Department of Justice, FINRA, stock exchanges and state regulatory bodies. Spence's clients include domestic and foreign public companies, financial institutions, hedge funds, accounting firms, oil and gas ventures, law firms and individual attorneys, and small entrepreneurs.

He also regularly advises boards of directors, audit and special litigation committees, and in-house counsel in connection with government investigations and shareholder litigation, and he has conducted numerous internal investigations on their behalf related to revenue recognition and disclosure issues, whistleblower complaints, auditor concerns and issues under the Foreign Corrupt Practices Act. His experience under the FCPA includes global investigations, response to SEC and DOJ inquiries, due diligence in connection with corporate transactions, and day-to-day counseling for clients in the energy and oil and gas industries.

Prior to joining Andrews Kurth as a partner, Spence spent 17 years with the SEC during which time he served in a variety of capacities, including director for the SEC's enforcement program in the Southwest during the enactment of Sarbanes-Oxley, and earlier as enforcement director in the SEC's Miami, Florida, Southeast regional office.

REPRESENTATIVE EXPERIENCE

- Conducted two internal investigations for a Fortune 500 global retailer, and represented the company in two SEC investigations, both of which were terminated with no enforcement action
- Conducted an internal investigation for a Fortune 500 financial services company, and represented an investment firm subsidiary of that company in an SEC investigation
- Conducted internal investigations for several oil field services companies involving FCPA, financial reporting and corporate governance issues
- Represented several technology and energy companies in SEC and/or DOJ investigations

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- Conducted stock option back-dating investigations and responded to SEC and NASDAQ stock option inquiries on behalf of multiple companies
- Represented corporate executives and in-house counsel in SEC and FINRA investigations related to alleged financial improprieties and insider trading issues
- Represent a number of brokerage firms and investment advisors in SEC and FINRA investigations and examinations
- Represent several law firms and individual attorneys in SEC inquiries and in connection with complex Sarbanes-Oxley and up-the-ladder reporting issues

ARTICLES/PUBLICATIONS

- "10b5-1 Plan Abuse" *LJN - The Corporate Counselor* (September 2007)
- "Stock Option Scandal" *Texas Lawyer* (December 25, 2006)
- "Decoding the Stock Option Backdating Scandal" *Corporate Counsel State Bar Section Newsletter* (June 1, 2006)
- "Corporate Governance Seen Through the Eyes of the Enforcers: An Unlikely Place to Find Meaningful Guidance" *Bloomberg Law Reports Corporate Governance* (January 1, 2006)
- "Being Prepared for an SEC Investigation" *Headnotes, official publication of the Dallas Bar Association* (August 1, 2005)
- "SEC in Transition: Key Enforcement Issues Affecting Public Companies" *Texas Lawyer* (July 18, 2005)

BRIEFINGS, SEMINARS & SPEECHES

Adjunct Professor

- "Securities Regulation," Texas Wesleyan University School of Law, Fort Worth, Texas

Speaker

- "The Significance of the Internal Investigation in the Sarbanes-Oxley World," State Bar of Texas Annual Meeting, Houston, Texas (June 26, 2008)
- "Securities and Corporate Law Update - Ethics," Practicing Law Institute program sponsored by Bowne, Dallas, TX (January 2008)
- "Securities and Corporate Law Update," Practicing Law Institute program sponsored by Bowne, Houston, TX (December 2007)
- "SEC's Recent Interest in 10b5-1 Sales by Insiders," webinar (November 2007) [*Click on the title of the webinar to view the presentation in its entirety.*]
- "Crisis Management for Corporate Counsel," Association of Corporate Counsel, Dallas, TX (September 2007)
- "SOX: 5 Years Later," presented by Andrews Kurth and Tatum, LLC, Austin, Dallas and Houston, TX (September 2007)
- "Enforcement Issues Affecting Broker-Dealers," Lehman Brothers, Inc., New York, NY (July 2007)
- "Help Wanted: General Counsel," Corporate Counsel Forum, San Antonio, TX (June 2007)
- "The Nuts & Bolts of Internal Investigations," Practicing Law Institute - Internal Investigations 2007: Legal, Ethical and Strategic Issues, Chicago, IL (June 2007)
- "Internal Investigations," The University of Texas, 29th Annual Corporate Counsel Institute, Houston, TX (April 2007)
- "Straight Talk on Backdating" webinar (November 2006) [*Click on the title to hear the presentation in its entirety.*]
- "What to do When the Government Comes Knocking," Plano Bar Association, Plano, TX (November 2006)
- "Internal Investigations," SMU Corporate Counsel Symposium, Dallas, TX (October 2006)
- "Stock Option Dating Issues," DFW SEC Reporting Group, Dallas, TX (September 2006)
- "International Trade Risk – Foreign Corrupt Practices Act," Texas General Counsel Forum, Houston, TX (April 2006)

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- "Corporate Governance Issues in the Oil and Gas Setting," OCU Energy Law Association, Oklahoma City, OK (April 2006)
- "Fraud Prevention Tactics - Audit Committee Roundtable," hosted by Grant Thornton, Dallas, TX (April 2006)
- "Street Smarts for Small-Cap Companies – Stock Promoters: Behind the Scenes," American Stock Exchange IR Alliance, Las Vegas, NV (April 2006)
- "What to Do When the Government Comes Knocking," Association of Corporate Counsel – America/Houston Chapter, Houston, TX (January 2006)
- "Hedge Funds and SEC Regulations," Bloomberg Roundtable on Issues Affecting Hedge Funds, New York, NY (December 2005)
- "Developments in SEC Enforcement," Texas Bar Association Third Annual Advanced Business Law Course, Houston, TX (November 2005)
- "Developing Compliance Plans for Energy Companies," Fourth Annual Gas & Power Institute, Houston, TX (October 2005)
- "The New Securities Enforcement Environment," IX Hemispheric Congress for the Prevention of Money Laundering, Panama City, Republic of Panama (August 2005)

HEADLINE NEWS

- Law firms brace for subprime fallout (April 11, 2008)
- Senior SEC Attorney to Join Andrews Kurth as Partner (March 9, 2005)
- Andrews Kurth Announces Arrival of New Partner as Leader of its Corporate Compliance, Investigations and Defense Practice (June 10, 2005)