

# MARCY SMOREY-GIGER

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*Highly regarded, business savvy public company General Counsel, securities and corporate attorney, with 10 years in corporate counsel roles and nearly 20 years in corporate legal departments. Possessing a strong business acumen and ability to analyze complex financial transactions, providing sound, strategic guidance for legal affairs, corporate governance, securities law, compliance, M&A, contracts, IP, sales and employment law. With a proven track record of partnering with C-level business teams to develop and enable both offensive and defensive strategies to deliver meaningful contributions to corporate integrity and market value for stakeholders.*

## AREAS OF EXPERTISE

- Securities Law & Compliance
- Legal Department Development
- Multi-Million Dollar Contracts
- Risk Management & Strategy
- Proxy and Shareholder Matters
- Intellectual Property and R&D
- Business Development and M&A
- Commercial Transactions
- Corporate Governance
- Internal Investigations
- Litigation Strategies
- Staff Oversight and Training
- Sarbanes Oxley
- Delaware Law
- Employment Law
- Antitrust Law

## EXPERIENCE

### Duquesne University School of Law, Pittsburgh, PA

2014

#### Adjunct Professor of Law

- Teaching lecture and professional skills course for third year law students: "In-House Counsel in Modern Corporations"

### DynaVox Inc., Pittsburgh, PA

2010 - 2013

#### Chief Legal Officer and Corporate Secretary

*NASDAQ listed 2012 Fiscal Year net sales of \$97M and gross profit of \$70M.*

- Built Law Department as first in-house lawyer; served as General Counsel for business operations.
- Provided legal, regulatory and governance advice to Board of Directors, CEO, President and business leaders.
- Prepared the Company's annual Proxy Statement, managed stock incentive plans, insider trading compliance and Section 16 filings, Regulation FD, shareholder meeting and proposals for vote and assisted with regulatory compliance with NASDAQ, SOX and Securities Exchange Act of 1934, including Forms 10-Q, 10-K and 8-K.
- Acted as Chief Compliance Officer for federal, state and private contract health care business.
- Managed corporate governance and regulatory compliance for public holding company, tax benefit partnership, primary operating entities and 15 private U.S. and international subsidiaries.
- Managed legal issues, risk, strategies, defenses and policies related to securities law, commercial claims, litigation, intellectual property, contracts, antitrust, employment law and merger/acquisition activity for the health care and educational operations from research and development, through manufacture and retail sales.

### WESCO International, Inc., d/b/a WESCO Distribution, Inc., Pittsburgh, PA

1997 - 2010

#### Corporate Counsel and Secretary

*Fortune 500 NYSE, with 2008 sales of \$6.1B and operating income of \$346M.*

- Provided legal and governance advice to Board of Directors, Executive Management and division leaders.
- Prepared the Company's annual Proxy Statement, managed stock incentive plans, insider trading compliance and Section 16 filings, Regulation FD, shareholder meeting and proposals for vote and assisted with regulatory compliance with NYSE, SOX and Securities Exchange Act of 1934, including Forms 10-Q, 10-K and 8-K.
- Advised on multiple finance transactions, including \$150 million convertible senior debentures offering, Company stock repurchase program for \$400 million, and first registered contingent convertible exchange offer with issuance of \$345 million of new convertible senior debentures.
- Managed corporate governance and regulatory compliance for public holding company, primary operating entities and more than 30 private U.S. and international subsidiaries.
- Led initial issuance of Company Restricted Stock Units and Stock Appreciation Rights equity awards.
- Developed levels of authority program and acted as Co-Chair of Committee charged with enforcement.
- Directed and supervised relationships and projects with local and international outside counsel and law department staff.
- Advised and strategized on legal clearance, use, and protection of intellectual property portfolio, including U.S. and foreign trademarks, copyrights and patents for effective marketing and brand identification.
- Managed legal issues, risk, strategies and defenses related to securities law, litigation, commercial claims, contracts, antitrust, environmental matters, employment law and merger/acquisition activity.

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**WESCO International, Inc. Continued**

**Manager, Compliance & Legal Affairs**

- Directed due diligence, project management, and agreement negotiations, as well as provided legal counsel for numerous and compound operational acquisitions with sales from \$60 to \$600 million.
- Developed and presented Company-wide training programs, including export compliance, antitrust programs, UCC and the laws of sales/purchase contracts, non-compete agreements, non-disclosure agreements, unlawful harassment, FLSA/overtime requirements, trademarks and copyright principles.
- Promoted legal compliance as a government contractor and equal opportunity employer, administered Affirmative Action Plans and participated on Corporate Ethics Committee.
- Acted as Federal Facility Security Officer representing U.S. Defense Security Service.

**Corporate Attorney**

- Managed Corporate Law Department as sole in-house counsel for 3 years for business with net sales of \$4 billion.
- Directed outside counsel for pre-litigation dispute management, litigation management, arbitrations, mediations and settlements of numerous matters, primarily including commercial and contract disputes, employment claims, antitrust concerns, and product liability cases, plus one class action.

**Assistant Corporate Secretary**

- Administered Common Stock issuances and Stock Option grants and exercises as a private and public company, and sustained corporate processes for SEC regulation compliance.
- Served as Secretary of Retirement Savings Plan Administrative and Investment Committee.

**Corporate Paralegal**

- Assisted General Counsel in management of Corporate Law Department and supported legal activities and SEC filings during a management-led stock buyout, a recapitalization, and an initial public offering.

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**RELATED LEGAL EXPERIENCE**

**Commonwealth of Pennsylvania Dept. of Environmental Protection & Hearing Board, Pittsburgh, PA 2001-2002**

**Law Clerk/ Student Intern**

- Conducted legal research and writing for Department Attorneys at Office of Chief Counsel.
- Conducted legal research and writing for Senior Attorneys and Board Judges for PA Environment Hearing Board.

**Pittsburgh Corning Corporation, Pittsburgh, PA**

**1994-1997**

**Paralegal – Corporate Legal Issues**

- Provided support to Corporate Attorney with legal issues related to manufactured products and contract negotiations with distributors and suppliers and assisted in the management of intellectual property and environmental issues.

**Paralegal – Asbestos Defense**

- Directed numerous ADR agreements and managed litigation for a region comprising 15 states.
- Coordinated trial strategies, managed active cases with co-defense counsel, communicated with plaintiff counsel.

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**EDUCATION AND LICENSURES**

**Juris Doctor, Duquesne University School of Law**

Admitted to Bar of the Commonwealth of Pennsylvania, 2002 and United States District Court of Pennsylvania, 2003  
Appellate Moot Court, Order of the Barristers, Honor Board Member and Competitor, Corporate Law Society Chair  
Class Rank 31, Evening Division

JURIS, The Duquesne University School of Law News Magazine, Assistant Editor-in-Chief and Contributing Author

**Master of Science, Natural & Environmental Science, Duquesne University, School of Natural and Environmental Science**

**Paralegal Certificate, General Practice, Duquesne University Paralegal Institute**

**Bachelor of Science, Environmental Science and Bachelor of Science, Biology, Westminster College**

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**MEMBERSHIPS**

**Association of Corporate Counsel, Western Pennsylvania Chapter 1998-Present**

*Vice President Membership (Present); Vice President Communications (2013) & Board of Directors (2012-Present)*

**Society of Corporate Secretaries and Governance Professionals, Pittsburgh Chapter 1999-Present**

*Board of Directors (2008-2010); Membership Chair, Small/Mid-Cap, & Corporate Practices Committee (2008-2010)*

**Executive Women's Golf Association, Pittsburgh Chapter 2005-Present**

*Secretary (2011-2013); Board of Directors (2006-2013); Membership Chair, & Social Events Chair (2006-2010)*