

# MARCY SMOREY-GIGER

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*Highly regarded, business savvy General Counsel and corporate business 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, commercial transactions, corporate governance, compliance, acquisitions and mergers, contracts, IP, litigation management, sales and employment law. With a proven track record of partnering with 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

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

## EXPERIENCE

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### **SMOREY GIGER LAW, Pittsburgh, PA**

**2013 - present**

- Representing numerous small business clients in various industries with annual revenue ranging from \$100K to \$20M.
- Providing legal guidance and strategic solutions for all business operations, including commercial transactions, contract negotiations, sales strategy, M&A, governance, IP, litigation, employment law, licensing, data privacy, policy drafting, regulatory compliance, entity creation with tactical organizational structuring, training and succession planning.
- SGL LLC and CloverContracts<sup>SM</sup> software application and resale of AI tools customized for effective contract review.

### **Legal Sifter Inc., Pittsburgh, PA**

**2016 - present**

#### **Legal Advisor and Combined Intelligence Partner**

- Subject-matter expert for the development of software which utilizes artificial intelligence, including natural language processing and machine learning, to help companies read legal documents faster and to organize data more efficiently.
- Innovative combination of AI with Smorey Giger Law's legal expertise for quick, effective, inexpensive contract review.

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

**2014 - present**

#### **Adjunct Professor of Law**

- Teaching Corporate and Business Law; and a professional skills course RE "In-House Counsel in Modern Corporations."

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

**2014 - present**

#### **Adjunct Professor of Law**

- Teaching lecture and professional skills course regarding the in-house counsel practice for law students in their final year.

### **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.*

- First and sole in-house lawyer; served as General Counsel for business operations.
- Provided legal counsel through IPO and developed Law Department and integrated legal affairs function into business.
- 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 health care business compliance with federal, state and private contracts.
- Managed governance and regulatory compliance for public company, tax benefit partnership, operating entities and 15 private U.S. and international subsidiaries.
- Directed and supervised relationships and projects with local and international outside counsel and law department staff.
- Managed legal issues, risk, strategies, defenses and policies related to securities law, commercial claims, litigation, technology products, software and IP licensing, IP management, contracts, antitrust, consumer protection, employment law and merger/acquisition activity for the health care and educational operations from research and development, through manufacture and retail sales – doing business in the US, UK, Canada, Australia, Germany, Norway, and UAE.

**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 business 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 finance transactions, including \$150M convertible senior debentures offering, \$400M Company stock repurchase, and first registered contingent convertible exchange offer of \$345M new convertible senior debentures.
- Managed governance and regulatory compliance for public company, operating entities and more than 30 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.
- Strategized on legal clearance, use and protection of IP 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, intellectual property, employment law and merger/acquisition activity – doing business globally with operations in the US, Canada, UK, Poland, Mexico, Singapore, and Nigeria.

**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 \$600M.
- 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 IPO.

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**RELATED LEGAL EXPERIENCE**

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**Commonwealth of Pennsylvania Dept. of Environmental Protection, Pittsburgh, PA**

**2002**

**Law Clerk/ Student Intern**

- Conducted legal research and writing for Department Attorneys at Office of Chief Counsel.

**Commonwealth of Pennsylvania Environmental Hearing Board, Pittsburgh, PA**

**2001 - 2002**

**Law Clerk/ Student Intern**

- Conducted legal research and writing for Senior Attorneys and Board Judges.

**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 ADR agreements and managed litigation for a 15-state region; planned and coordinated trial strategies and management of active cases with outside co-defense counsel and communicated extensively with plaintiff counsel.

**EDUCATION AND LICENSURES**

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<b>Juris Doctor, Duquesne University School of Law</b>	<b>2002</b>
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 <u>JURIS</u> , The Duquesne University School of Law News Magazine, Assistant Editor-in-Chief and Contributing Author	
<b>Master of Science, Natural &amp; Environmental Science, Duquesne University</b>	<b>2003</b>
Bayer School of Natural and Environmental Science Joint Degree with Juris Doctor	
<b>Paralegal Certificate, General Practice, Duquesne University Paralegal Institute</b>	<b>1994</b>
<b>Bachelor of Science, Environmental Science and Bachelor of Science, Biology, Westminster College</b>	<b>1994</b>

**ADDITIONAL EXPERIENCE**

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<b>Westminster College, New Wilmington, PA</b>	<b>1992 - 1994</b>
<b>Histology and Biology Laboratory Assistant/Proctor</b>	
<ul style="list-style-type: none"> <li>▪ Supervised other undergraduate students, prepared and administered laboratory exercises;</li> <li>▪ Studied scanning and transmission electron microscopy</li> </ul>	
<b>Brookdale Family Campground and RV Resort, Meadville, PA</b>	<b>1987 - 1994</b>
<b>Director's Assistant, Supervising Lifeguard and Retail Sales Clerk; April through October</b>	
<b>Church Laboratories, Inc., Fairview, PA</b>	<b>1993</b>
<b>Environmental Laboratory Analyst</b>	
<ul style="list-style-type: none"> <li>▪ Degree-related employment between undergraduate semesters</li> </ul>	
<b>Free-Col Laboratories, Inc., Meadville, PA</b>	<b>1992</b>
<b>Organic Chemistry and Microbiology Analyst</b>	
<ul style="list-style-type: none"> <li>▪ Degree-related employment between undergraduate semesters</li> </ul>	

**MEMBERSHIPS**

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<b>Association of Corporate Counsel, Western Pennsylvania Chapter</b>	<b>1998 - Present</b>
<i>Director Emeritus (2019-Present), Board of Directors (2012-2019), Treasurer (2016-2017); Vice President Advocacy (2016); Vice President Membership (2014-2015); Vice President Communications (2013)</i>	
<b>LPGA Amateur Golf Association, Pittsburgh Chapter</b>	<b>2005 - Present</b>
<i>Board of Directors (2006-2013); Secretary (2011-2013); Membership Chair, &amp; Social Events Chair (2006-2010)</i>	
<b>Duquesne University School of Law, Paralegal Institute Advisory Board</b>	<b>2014 - Present</b>
<i>Board of Directors (2014-Present)</i>	
<b>Women's Small Business Association</b>	<b>2017 - Present</b>
<i>Member, Presenter and Sponsor (2017-Present)</i>	
<b>Small Business Administration, SCORE Pittsburgh</b>	<b>2018 - Present</b>
<i>Presenter and Sponsor (2018-Present)</i>	
<b>Pittsburgh North Regional Chamber</b>	<b>2018 - Present</b>
<i>Ambassador Committee (2019-present)</i>	
<b>PowerLink Advisory Board</b>	<b>2018 - Present</b>