



## KERRY SHANNON BURKE

Partner

Covington & Burling LLP  
1201 Pennsylvania Avenue, NW  
Washington, DC 20004-2401  
Tel: 202.662.5297  
kburke@cov.com

### Practices

- Corporate
  - Finance
  - Securities & Capital Markets
  - Venture Capital & Emerging Companies

### Industries

- Energy & Natural Resources
  - Electricity Generation
  - Electricity Transmission & Distribution

### Education

- Cambridge University, LL.M., 2001
  - *First class honors*
- Boston University School of Law, J.D., 1998
  - Magna cum laude
  - *Journal of Science and Technology Law*, Managing Editor
- Clarkson University, B.S., 1995
  - *With honors*

### Bar Admissions

- District of Columbia
- Massachusetts

Kerry Shannon Burke is a partner in the corporate and securities practice areas. The focus of Ms. Burke's practice is on capital markets and securities transactions. She has a broad range of experience representing companies, ranging from development stage ventures to large public issuers, as well as underwriters and other institutional investors, in private and public debt and equity financings. Ms. Burke also has assisted clients on a range of finance and merger and acquisition transactions.

Ms. Burke regularly advises on general corporate and federal securities law matters, including assisting public companies in the preparation of periodic reports under the Securities Exchange Act of 1934 and on other securities law compliance matters, including under the JOBS Act and the Dodd-Frank Act.

Ms. Burke also is an expert on the Investment Advisers Act of 1940 and advises registered and unregistered investment advisers, including private equity funds, hedge funds and venture capital funds, on various status questions and ongoing compliance matters.

## REPRESENTATIVE MATTERS

### Transactional

- Advised on private and public securities offerings for Pepco Holdings, Inc. and its subsidiaries with an aggregate value of over \$6.9 billion, including the issuance of first mortgage bonds, senior notes, "fading lien" bonds and tax-exempt bonds.
- Represented Pepco Holdings, Inc. and its subsidiaries in their significant finance matters, including syndicated and bilateral credit facilities, commercial paper programs, bridge acquisition facilities, a credit intermediation arrangement and various swap transactions.
- Represented Avnet, Inc. in a registered offering of \$350.0 million of 4.875% Notes due 2022.
- Represented Eli Lilly and Company in a \$1.0 billion registered offering of notes, consisting of \$600.0 million of 1.950% notes due 2019 and \$400.0 million of 4.650% notes due 2044.

- Represented Salix Pharmaceuticals, Ltd. in its \$750.0 million offering of 6.00% senior notes due 2021.
- Represented Omeros Corporation in offerings of common stock in an aggregate amount of \$95.7 million, including in connection with an at-the-market facility.
- Represented Omeros Corporation in connection with a senior secured credit facility.
- Represented a public company issuer in cash tender offers for its outstanding debt securities and related consent solicitation.
- Represented the lenders in the refinancing of the senior secured credit facility for the Verizon Center.
- Represented a provider of mobile satellite communications in a \$230 million private placement.
- Advised U.S. Digital Television LLC in restructuring its operations and in a subsequent preferred membership unit investment by a group of strategic investors.
- Represented XLHealth Corporation in a \$240 million private placement to a private equity investor and in a preferred stock investment by venture capital investors.
- Represented various emerging growth companies in bridge financings and in refinancing secured lines of credit.

## Advisory

- Assisted public companies in the preparation of periodic reports under the Securities Exchange Act of 1934 and on other securities law compliance matters.
- Assisted various private funds with the investment adviser registration process, including drafting Form ADVs and compliance policies and procedures.
- Provided ongoing compliance advice to investment advisers, including with respect to custody, pay-to-play, performance advertising and OCIE examination issues.

## HONORS AND RANKINGS

- *Legal 500 US*, Finance - Capital Markets (2013)

## PRO BONO

- Counseled a large museum and research organization on outstanding debt instruments.

## PUBLICATIONS

- "When Talking Politics Leads to Prison: Political Intelligence & the STOCK Act," *The Banking Law Journal* (October 2013), Co-

## Author

- "The Coming Crackdown: Insider Trading & Government Sources," *Wall Street Lawyer* (June 2013), Co-Author
- "STOCK Act Opens Up New Front for Insider Trading Cases," *Covington E-Alert* (5/16/2013), Co-Author
- "The EU Alternative Investment Fund Managers Directive - Update on UK Developments," *Covington Advisory* (5/1/2013), Co-Author
- "Writings on the Wall: Considerations in Designing and Implementing Effective Information Barriers," *IAA Newsletter* (April 2013), Co-Author
- "Key Areas of Focus for Private Fund Advisers in 2013," *Covington Advisory* (1/8/2013), Co-Author
- "CFTC Issues Final Cross-Border Exemptive Order and Proposed Further Guidance Regarding Cross-border Application of Dodd-Frank Swap Provisions," *Covington E-Alert* (1/2/2013), Co-Author
- "Exemptions and No-Action Relief Help Funds Navigate Year-End CFTC Registration Requirements," *Covington E-Alert* (12/19/2012), Co-Author
- "Look Before You Tweet: Advisers and Social Media Considerations," *Investment Advisor Association Newsletter* (April 2012), Co-Author
- "STOCK Act Spotlights Trading on Government Information," *Covington E-Alert* (3/28/2012), Co-Author
- "SEC Adopts Final Rules Requiring Reporting by Private Fund Advisers," *Covington Advisory* (11/14/2011), Co-Author
- "Expert Networks in the Crosshairs: A Prime Opportunity for Investment Advisers to Bolster Their Insider Trading Compliance Policies and Procedures," *Investment Advisers Association Newsletter* (August 2011), Co-Author
- "Key Aspects of the SEC's Recent Changes to the Advisers Act Pursuant to the Dodd-Frank Act," *Covington E-Alert* (6/27/2011), Co-Author
- "A Renewed Focus on Regulation S-P: The Protection of Consumers' Nonpublic Personal Information," *Investment Advisor Association Newsletter* (May 2010), Co-Author
- "Registration of Advisers to Private Investment Funds," *Covington Advisory* (3/16/2010), Co-Author
- "New Securities Law Disclosures in 2004 - U.S. and Foreign Private Issuers," *Covington Advisory* (11/1/2004), Co-Author
- "An Expanding and Accelerating Universe: Securities Law Disclosures in 2004," *Benefits Practice Center, Executive Compensation Library, Journal Reports: Law and Policy (BNA)* (August 2004), Co-Author

- "New Securities Law Disclosures in 2004: Forms 10-K, 10-Q and 8-K and Proxy Statement," *Covington Advisory* (1/12/2004), Co-Author
- "Regulating Corporate Governance through the Market: Comparing the Approaches of the United States, Canada and the United Kingdom," *27 J. Corp. L. 341*, reprinted in *CONTROL OF CORPORATE MANAGEMENT 469* (R. L. Campbell ed., 3d ed.) (2004)
- "Auditor Independence and Workpaper Retention Rules," (2/24/2003), Co-Author
- "Markman and its Progeny," *1 J. BioLaw & Bus* (1998), Co-Author
- "Loose Fitting Genes. The Inadequacies in Federal Regulation of Institutional Review Boards," *3 B.U. J. Sci & Tech. L. 10* (1997)

## PRESENTATIONS AND SPEECHES

- "The EU Alternative Investment Fund Managers Directive: Impact on non-EU Fund Managers," *Webinar* (5/15/2013)
- "Disclosure Best Practices and SEC Update," *MCCA's 12th Annual CLE Expo* (3/5/2013)