



## Brian Hoffman

Partner

555 17th Street, Suite 3200, Denver, CO 80202

P 303.295.8043

901 K Street NW, Suite 850, Washington, DC 20001

P 202.654.6938

[bnhoffman@hollandhart.com](mailto:bnhoffman@hollandhart.com)

### PRACTICES

Government Investigations and White Collar Defense  
Securities Enforcement and Shareholder Litigation  
Foreign Corrupt Practices Act and Anti-Corruption  
Privacy and Information Security  
Compliance Services  
Commercial Litigation  
Class Actions  
Investment Management  
Institutional Investors  
Fund Formation  
International Trade and Compliance

### EDUCATION

New York University School of Law, J.D., 2001  
Washington University, B.A., 1998  
London School of Economics and Political Science, Certificate, 1997

### BAR ADMISSIONS

Colorado  
District of Columbia

### Brian Neil Hoffman provides experienced counsel to entities and individuals in:

- securities enforcement matters – focusing on defending investigations and litigated proceedings brought by the SEC, DOJ, FINRA, PCAOB, and state AG/securities divisions;
- corporate internal investigations; and
- shareholder and commercial litigation.

Brian provides unique insights from his prior service as senior counsel in the U.S. Securities and Exchange Commission's Division of Enforcement, where he investigated and prosecuted numerous potential violations of the federal securities laws.

### EXPERIENCE

#### Securities Enforcement Matters

- Brian defends both entities and individuals in government and self-regulatory organization investigations and proceedings. He has successfully handled matters before the SEC, DOJ, FINRA, PCAOB, and state AGs/securities divisions. His matters have included potential Foreign Corrupt Practices Act (FCPA) concerns; financial reporting and disclosure issues; accounting and auditing standard issues; matters concerning investment advisors, investment companies, and private equity firms; and alleged insider trading.

#### Corporate Internal Investigations

- Brian conducts corporate internal investigations. On behalf of audit committees, special committees, or corporations, he has investigated potential FCPA issues; numerous varied potential financial reporting, accounting, and disclosure issues; cybersecurity concerns; and other non-securities issues. Brian also counsels current and former individual directors, officers, and employees through internal investigation matters.

#### Shareholder and Commercial Litigation

- Brian counsels entities and individuals in resolving securities class

actions, derivative lawsuits, other shareholder litigation, and commercial disputes. He has tried over twenty cases to verdict, and has achieved favorable pre-trial outcomes in numerous matters.

## **CLIENT RESULTS**

### **Securities Enforcement Matters / Corporate Internal Investigations**

Defend large accounting firm in multiple different SEC and DOJ investigations involving various financial reporting, auditing, and disclosure matters, as well as provide counsel in 10A situations.

Represent Audit Committee of a public company to conduct internal investigation of certain accounting and disclosure issues.

Defend executive of multi-national public company in DOJ and SEC investigation of disclosures concerning product sales.

Defend executive of public company in SEC investigation of disclosures concerning expected sales and business operations.

Defend China-based executive of public company in resolving SEC investigation of FCPA issues without action against the individual.

Defend local accounting firm and individual auditors in SEC and PCAOB investigations involving financial reporting, auditing, and disclosure matters.

Defend both entities and individuals in multiple different SEC and DOJ investigations of insider trading.

Defend investment advisor and private fund complex in SEC and state investigations.

Defend investment advisor in SEC examination and investigation involving 12b-1 fees.

Defend executive of adviser to mutual fund complex in SEC investigation of disclosure and other concerns.

Defend public company against SOX whistleblower retaliation claims asserted by former employee in OSHA investigation and subsequent ALJ proceeding.

Conduct internal investigation for public company in connection with internal report and defend public company against SOX whistleblower retaliation claims asserted by former employee in OSHA investigation.

Defend various individuals and entities in multiple different state securities investigations.

Represented international high-tech equipment manufacturer in its internal investigation concerning potential FCPA issues in Korea, China, and other

countries, as well as other potential financial reporting, accounting, and disclosure issues.

Represented large retailer in SEC investigation concerning public cybersecurity disclosures.\*

Represented mortgage origination and securitization company in SEC and DOJ investigations involving residential mortgage-backed securities.\*

Defended registered investment advisor, affiliated hedge funds, and registered broker-dealer in SEC investigation of suitability and other issues.\*

Represented former outside directors of large public company in SEC investigation of related party transactions and perquisite issues.\*

Represented accounting firm in PCAOB inquiry concerning financial reporting and disclosure matters.\*

Defended broker in FINRA and SEC inquiries concerning short sales of securities.\*

Defended both entities and individuals in multiple different SEC and FINRA investigations of insider trading.\*

Conducted numerous investigations and litigations (both in federal court and administrative proceedings) against multiple different entities and individuals for potential violations of the federal securities law as a Senior Counsel in the Division of the Enforcement of the U.S. Securities and Exchange Commission.\*

Defended alleged investment entity in investigation by Idaho Department of Finance.

Defended newsletter publisher in investigation by the South Dakota Division of Securities.

Represented international high-tech equipment manufacturer in its internal investigation concerning potential FCPA issues in Korea, China, and other countries, as well as other potential financial reporting, accounting, and disclosure issues.\*

### **Shareholder and Commercial Litigation**

Defended company specializing in quality control products and services from claims filed by seller in asset sale relating to payment under earn-out agreement and related issues, filed in Colorado federal court.

Defend coffee company, and its officers and directors, in appraisal litigation filed in Colorado state court after a dispute over the fair value of consideration paid to a shareholder who dissented to an asset sale.

Defend large national food company in action challenging the acquisition, and related disclosures, of a Colorado-based food company.

Defended a large telecommunications company and certain of its officers and directors, in shareholder class action, derivative, and ERISA litigation in Colorado federal and state courts.\*

Defended an apparel company and certain of its officers and directors, in shareholder class action and derivative litigation in Colorado federal and state courts.\*

Defended a healthcare company and certain of its officers and directors, in securities fraud and negligent misrepresentation litigation in Colorado federal and state courts.\*

Represented government contractor in lawsuit alleging breach of contract and equitable claims.\*

Defended Indian telecommunications company against contract and equitable claims in trial in Colorado state court.\*

Prosecuted nineteen cases, including eight jury trials, as part of Municipal Code Trial Advocacy Program with Denver City Attorney's office.\*

*\*Indicates a matter Brian worked on before joining Holland & Hart*

## **PUBLICATIONS**

"No "Pandemic Pass" – Regulators Remain Focused on Financial Reporting, Disclosure, and Auditing Enforcement," *Holland & Hart News Update*, 04/10/2020

"The SEC's Focus on Controls," *American Bar Association Practice Points*, 03/25/2019

"Downturn Diligence: Increasing Your Business's Recession Resilience," *Corporate Counsel*, Co-Author, 02/07/2019

"Implications and Opportunities of *Lucia v. SEC*," *The Review of Securities & Commodities Regulation*, February 6, 2019

"Key Takeaways from Recent SEC Financial Reporting and Auditing Enforcement Matters," *Financier Worldwide Magazine*, February 2019

"Five Takeaways from Recent Cybersecurity Developments by Colorado and the SEC," *Cybersecurity Law & Strategy*, August 2018

"Two Recent Developments Impacting Internal Investigations," *American Bar Association Sound Advice*, 07/18/2018

"Pursuing Accounting Fraud Still Adds Up for the SEC," *American Bar Association Practice Points*, 05/09/2018

"Dodd-Frank Whistleblower Protection Extends Only to Employees Who Report to SEC," *Holland & Hart News Update*, Co-Author, 02/21/2018

"Vigorous SEC Enforcement Abounds: What It Means and What to Do," *Holland & Hart News Update*, 12/04/2017

"SEC Goes Global, Again," *Law360*, 10/23/2017

"SEC Goes Global, Again – And With Spy Satellites!," *Holland & Hart News Update*, 10/13/2017

"SEC Urges "Robust" Cybersecurity Best Practices," *Holland & Hart News Update*, Co-Author, 08/22/2017

"SEC Awards \$2.5 Million to Government Employee Whistleblower," *Holland & Hart News Update*, 07/28/2017

"Federal and State Cybersecurity Regulation of Financial Services," *The Corporate Counselor*, Co-Author, June 2017

"The Layered Federal and State Cybersecurity Regulation of Financial Services Firms," *Cybersecurity Law & Strategy and Legaltech News*, Co-Author, June 2017

"The Global Reach of the U.S. Foreign Corrupt Practices Act," *Holland & Hart News Update*, 5/25/2017

"Colorado Investment Advisers and Broker-Dealers May Soon Face New Cybersecurity Requirements," *Holland & Hart News Update*, 4/13/2017

"Deal Disclosures Trigger SEC Enforcement Attention," *Holland & Hart News Update*, February 20, 2017

"SEC Targets Severance Agreements That Impede Whistleblowers," *Employers' Lawyers Blog and Lorman Education Services*, Co-Author, February 7, 2017 and May 2017

"More SEC Whistleblower Enforcement Activity," *Holland & Hart News Update*, 1/19/2017

"Government Catches Insider Trading Supreme Court Win In Salman," *Holland & Hart News Update*, Co-Author, 12/12/2016

"SEC Domestic Anti-Bribery Action – No Flyovers for Violations of Internal Policies," *Holland & Hart News Update*, Co-Author, 12/09/2016

## **SPEAKING ENGAGEMENTS**

"Strategies for Public Companies Confronting Reports of Potential Illegal Conduct," *Corporate Counsel Section Meeting*, 10/14/2021

"Strategies for Public Companies Confronting Reports of Potential Illegal Conduct," *Holland & Hart Webinar Co-Presented by Grant Thornton*, 05/26/2021

"Securities Lunch and Learn," *Colorado Bar Association Business Law Section CLE*, Moderator, February 6, 2020

"Accountants' Liability 2019: Emerging Areas and Associated Challenges," *American Law Institute Continuing Legal Education*, Washington, D.C., October 2019

"Regulatory and Compliance Developments," *Panelist, Investment Company Institute*, October 1, 2019

"Whistleblower Retaliation," *2019 Holland & Hart Colorado Employment Law Update*, September 18, 2019

"Recent SEC Enforcement Involving Accountants/Financial Reporting," *Colorado Society of CPAs 2019 Faculty Conference*, June 21, 2019

"Deconstructing an Administrative Law Proceeding," *Panelist, Accountants' Liability 2018: The Profession in an Uncertain World*, October 19, 2018

"2017 Regulatory and Enforcement Developments for Extractive Resources Industries," 12/15/2016

## **RECOGNITION**

- *5280 Magazine* Top Lawyers, Securities, 2021

## **PROFESSIONAL AND CIVIC AFFILIATIONS**

- SEC Historical Society, Board of Advisors member, SEC Enforcement Gallery committee, and PCAOB Gallery committee
- Accounting Issues Subcommittee of ABA Securities Litigation Committee, Co-Chair
- Association of Securities and Exchange Commission Alumni, Member and Regional Coordinator