Holland & Hart



PRACTICES

Government Investigations and White Collar Defense
Stakeholder Disputes
FCPA and Anti-Corruption
Business Litigation
Funds and Investment Management

INDUSTRIES

Financial Institutions

EDUCATION

New York University School of Law, J.D., 2001

Washington University in St. Louis, B.A., 1998

London School of Economics and Political Science, Certificate, 1997

BAR ADMISSIONS

Colorado
District of Columbia

Brian Hoffman

Partner

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Brian provides experienced counsel to entities and individuals, drawing from his prior service as senior counsel in the U.S. Securities and Exchange Commission's Division of Enforcement.

Brian counsels audit firms, individual auditors, public companies, investment management firms, and individuals in:

- federal and state government enforcement, self-regulatory organization, and white-collar matters;
- corporate internal investigations;
- addressing internal whistleblower reports and defending entities against whistleblower retaliation claims asserted under the Sarbanes-Oxley and Dodd-Frank Acts; and
- shareholder and commercial litigation.

Brian has successfully handled matters before the SEC, DOJ, PCAOB, FINRA, and multiple state AGs/securities divisions. He also has tried more than twenty cases to verdict and has achieved favorable pre-trial outcomes in multiple matters.

Brian has led the resolution of matters involving accounting and auditing issues, public company financial reporting and disclosure concerns, alleged insider trading, potential FCPA issues, and cybersecurity and cryptocurrency issues.

CLIENT RESULTS

Selected Enforcement and Investigation Matters

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.

Defend multiple different individual auditors in SEC and PCOAB investigations involving potential accounting and auditing issues.

Defend former accounting executive of public company in SEC investigation of financial reporting matters, including revenue recognition and perquisites.

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

Defend former 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.

Defend former technology executive of public company in SEC investigation involving alleged whistleblower retaliation claims under Rule 21F-17(a) of the Securities Exchange Act.

Defend investment professional and entity in SEC investigation involving public disclosures about special purpose acquisition company (SPAC) and its proposed merger target.

Defend both entities and individuals in multiple different insider trading investigations involving SEC, DOJ, FINRA, and corporate internal investigations.

Defend investment advisor and private fund complex in SEC and multiple different state securities division and AG investigations.

Defend investment advisor and its personnel 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.

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

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.

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.

As a Senior Counsel in the Division of the Enforcement of the U.S. Securities and Exchange Commission, 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 laws.

Selected Litigation Matters

Defend private fund administrator to cryptocurrency fund in SEC investigation and receivership proceedings.

Defend private fund administrator to cryptocurrency fund against claims by investor in the cryptocurrency fund.

Defend financial institution in receivership proceedings involving alleged fraudulent scheme conducted by third party.

Defend 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.

PUBLICATIONS

"Key Compliance Takeaways for Companies from the DOJ's New Corporate Whistleblower Program," *Department of Justice Update*, August 20, 2024

"Employers Face Increased Risk of SOX Retaliation Claims With Supreme Court's Murray Ruling," *Daily Journal*, March 7, 2024

"Key Employer Takeaways From Oral Arguments in Murray v UBS Securities," *Daily Journal*, October 24, 2023

"Three Takeaways From Recent SEC Enforcement Case," *Holland & Hart Client Alert*, May 31, 2023

"New Proposed Rules for Investment Adviser Outsourcing," *Holland & Hart Client Alert*, November 15, 2022

"SEC Values Cooperation and Remediation," *Holland & Hart News Update*, September 15, 2022

"Buckle Up for the SEC's Mandatory Climate Change Reporting Ride," *Holland & Hart News Update*, March 25, 2022

SPEAKING ENGAGEMENTS

"Evolving Landscape of White-Collar Civil and Criminal Enforcement, Best Practices to Adapt to Changing Federal Priorities, and Related Matters," *AICPA Forensic and Valuation Services Conference*, October 27, 2025

"Challenging the Regulators," *American Law Institute CLE Accountants' Liability Conference*, May 17, 2024

"Ethics Panel," *2023 Rocky Mountain Securities Conference*, May 11, 2023

"102(e) Proceedings," *American Law Institute CLE Accountants' Liability Conference*, May 5, 2023

"Colorado Securities Enforcement Update," Co-Moderator, *Colorado Bar Association (CBA) Securities Subsection*, February 9, 2023

"Emerging Areas and Associated Challenges," Panelist, *ALI CLE: Accountants' Liability*, June 10, 2022

"The SEC's Proposed Climate Rules: Preparing for the Tsunami and Finding Opportunities in the Storm," *IMA-NA Conference 2022*, May 11, 2022

"ESG Regulation: Key Regulatory Considerations and Practical Impact,"

Host, *Colorado Bar Association Business Law Section CLE*, February 15, 2022

RECOGNITION

- *The Best Lawyers in America*®, Criminal Defense: White-Collar, 2024-2027
- Colorado Super Lawyers®, Criminal Defense: White-Collar, 2026
- *5280 Magazine* Top Lawyers, Securities, 2021-2024

PROFESSIONAL AND CIVIC AFFILIATIONS

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