



## Brian Hoffman

Partner

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### 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  
 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 defense 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**

### **Representative Matters**

Brian's matters have included the following (some occurred prior to joining Holland & Hart):

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

Counsel to the Audit Committee of a public company in conducting an 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 adviser to mutual fund complex in SEC investigation of disclosure and other concerns.

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

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

Defend large accounting firm in SEC and DOJ investigation of public company's financial reporting and disclosure matters.

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

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

Defended broker in FINRA and SEC inquiries concerning short sales 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.

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.

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

### **Shareholder and Commercial Litigation**

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

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.

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.

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

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

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

### **PUBLICATIONS**

"[The SEC's Focus on Controls](#)," *American Bar Association Practice Points*, 03/25/2019

"[Downturn Diligence: Increasing Your Business's Recession Resilience](#)," 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

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

"SEC Claims Company's Severance Agreements Impermissibly Impeded Whistleblowers," *Holland & Hart News Update*, 08/15/2016

"Cooperation 2.0," *Holland & Hart News Update*, Co-Author, 02/22/2016

"SEC (Re)Focused on Financial Reporting and Auditing Matters," *The Corporate Governance Advisor Vol. 23, No. 26, Pg. 25*, November/December 2015

"A Review of SEC's Audit Fraud Enforcement Trends: Part 2," *Law360*, September 28, 2015

"A Review of SEC's Audit Fraud Enforcement Trends: Part 1," *Law360*, September 25, 2015

"SEC Financial Reporting & Auditing Enforcement," *Holland & Hart*, September 2015

"Newman Cert. A Potential Tipping Point For Insider Trading Liability," *Holland & Hart News Update*, Co-Author, 8/21/2015

"Seventh Circuit Finds Customers' Hassles Caused by Data Breach Enough to Save a Class Action From Dismissal," *Holland & Hart News Update*, Co-Author, 8/3/2015

"Two Million More Reasons to Appropriately and Promptly Address Reports of Potential Wrongdoing," *Holland & Hart News Update*, June 2015

"The SEC is All Dressed Up...Now Where to Go?," *Holland & Hart News Update*, 6/11/2015

"Lying to Examiners Can Lead Quickly to Criminal Charges," *The BD/IA Regulator Blog*, August 13, 2014

## **SPEAKING ENGAGEMENTS**

"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," December 2016

"What Your Public Company May be Doing to Attract the Attention of Private Securities Lawyers and the SEC," *Securities Law Subsection of the CBA Business Law Section*, April 2016

"Managing Electronic Discovery in Federal Civil Investigations and Proceedings," *United States Attorney's Office for the District of Colorado*, October 2015

"SEC Recent Cases," Denver, CO, September 2015

**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