

Matthew G. Nielsen



Partner

1717 Main Street
Suite 3700
Dallas, TX 75201
P: 214.659.4614
F: 214.659.4794
matthewnielsen@andrewskurth.com

Matthew Nielsen is a partner in the firm's Corporate Compliance, Investigations and Defense practice group. Matthew's practice focuses on conducting internal investigations; assisting clients in civil and criminal matters before the U.S. Department of Justice, the U.S. Securities and Exchange Commission, the Financial Industry Regulatory Authority (FINRA), state securities boards and state attorneys general; and representing clients in securities litigation. In his investigation practice, Matthew has represented boards of directors, audit committees, and small to Fortune 100-companies in matters that include alleged violations of federal and state securities laws, embezzlement and self-dealing, earnings manipulation and other accounting fraud, Medicaid fraud, and Foreign Corrupt Practices Act violations. In his regulatory work, Matthew represents public companies, directors and officers, accountants, broker-dealers, investment advisers, and registered individuals in SEC and FINRA compliance examinations and enforcement investigations and proceedings.

Matthew also has substantial litigation and trial experience, in state and federal court, as well as arbitration, successfully handling disputes that include securities fraud, shareholder and closely-held company litigation, legal and accounting malpractice, employment discrimination, complex contractual matters and injunctions.

REPRESENTATIVE EXPERIENCE

- Led team of attorneys and forensic accountants in investigation of embezzlement and kickbacks by oil and gas company CEO and CFO, and led interaction with SEC, U.S. Attorney, FBI, IRS (Criminal Division) and state securities regulators
- Defended suits based on state and federal securities law violations
- Conducted multiple investigations of alleged bribery of foreign government officials of countries including Italy, Albania, Croatia and Iraq
- Counsel clients on avoiding violations of FCPA and conducting FCPA audits
- Assisted Fortune 50 company in SEC inquiry into transactions with CEO and member of its Board of Directors; SEC closed inquiry after presentation
- Represented broker-dealers and investment advisors in investigations and examinations by SEC and FINRA
- Defended auditor in SEC investigation, which uncovered fraud by the officers and directors of auditor's client; no action taken against client.
- Defended tax accounting firm and individual CPA in suit alleging securities fraud and professional negligence
- Led representation of special litigation board committee in investigating claims in multiple shareholder derivative suits

INDUSTRIES

Energy
Oil and Gas
Restaurant
Technology

PRACTICES

Anti-Corruption and the Foreign Corrupt Practices Act (FCPA)
Commercial Litigation
Corporate
Corporate Compliance, Investigations and Defense
Litigation
Professional Liability
Securities Litigation
Subprime and Distressed Assets

EDUCATION

JD, 2001, *magna cum laude*, Baylor Law School, *Baylor Law Review*, Assistant Managing Editor, Executive Editor, and Notes and Comments Editor (1999-2001), Order of the Barristers
BBA, 1998, *cum laude*, Texas Christian University

ADMISSIONS

Texas 2001
US District Courts for the Northern, Southern, Western and Eastern Districts of Texas
US District Court for the Eastern District of Wisconsin
US Court of Appeals for the Fifth Circuit

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US Supreme Court

- Principal defense attorney for restaurant operation company in suit by investors claiming breach of fiduciary duty by officers and directors
- Defended surgery center partnership in suit brought by minority investor challenging buy-out of majority investor
- Defended automobile dealership partnership against claims by former partner of breach of fiduciary duty
- Obtained deferred prosecution plea agreements for major transportation company in two criminal proceedings brought by State of Texas for alleged environmental contamination
- Won summary judgment in an ERISA suit in which plaintiffs sought more than \$4 million in damages
- Obtained summary judgment in lawsuit based in Oklahoma Anti-Spam statute; judgment affirmed on appeal and client was awarded judgment against plaintiff for its attorneys' fees and cost
- Won arbitration award on behalf of a physician practice group in suit by former partner seeking step-up in value of his partnership interest
- Obtained summary judgment on behalf of software company in suit against its distributor for theft of copyrighted material (awarded all requested damages and attorneys' fees)
- Obtained arbitration award on behalf of client involving claims of employment discrimination, retaliation, defamation, and emotional distress by former manager
- Defended injunction action brought against communications company; plaintiff dismissed case after cross examination of its CEO
- Prosecuted excessive force suit against local police officers in pro bono case; city settled case before trial

PUBLICATIONS

- U.S. Supreme Court Limits Scope of Primary Liability Under Federal Securities Laws (June 16, 2011)
- Supreme Court Unanimously Rejects Fifth Circuit's Loss Causation Standard (June 9, 2011)
- U.S. Supreme Court to Review Fifth Circuit's Controversial Loss Causation Rules for Securities Class Actions *Compliance Week* (March 3, 2011)
- "The Dodd-Frank Earthquake" *Texas Lawyer* (December 20, 2010)
- Recent SEC Enforcement of Regulation FD: Lessons to be Learned (December 9, 2010)
- "Protecting Internal Investigations from Disclosure Requires Planning" *Executive Legal Advisor* (January 2009)
- "Preserving Privilege When Undertaking Internal Investigations" *Texas Lawyer* (November 24, 2008)
- "The Civil, Regulatory and Criminal Responses to the Subprime Mortgage Meltdown" *Andrews Securities Litigation & Regulation Reporter* (November 18, 2008)

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- "The Civil, Regulatory and Criminal Responses to the Subprime Mortgage Meltdown" *Andrews Financial Crisis Litigation Reporter, Thomson Reuters/West* (October 23, 2008)
- "Burrow v. Arce: Too Much Ado About Nothing?" *52:2 Baylor Law Review* 488 (April 2000)

PROFESSIONAL RECOGNITION

- Texas Rising Star, *Texas Monthly* (2006-2009, 2011)

BRIEFINGS, SEMINARS & SPEECHES

- "Conducting Internal Investigations Under New Rules," Compliance Week Roundtable, Houston, Texas (September 20, 2011)
- "Internal Investigations Post Sarbanes-Oxley" to Houston Corporate Paralegal Association (September 9, 2009)
- "Best Practices for the Transactional Lawyer: Legal Privilege and Confidentiality" with Paul Mitchell to Association of Corporate Counsel, Houston Chapter (August 12, 2008)
- Panelist, "Accounting for Lawyers: Part 3, Attorney-Accountant Relations after Sarbanes-Oxley," CLE Options Network (live webcast on July 18, 2008)
- "Best Practices for the Transactional Lawyer: Legal Privilege and Confidentiality" with Wiley George at El Paso Energy (July 16, 2008)
- "Legal Privilege and Confidentiality: The Fundamentals and Practical Application for Accountants" presented to Dallas office of Deloitte Financial Advisory Services LLP (July 8, 2008)
- "Best Practices for Transaction Lawyers to Preserve Legal Privilege and Confidentiality: Avoiding Missteps" with J. Wiley George and Kara Altenbaumer-Price, at the Andrews Kurth 2008 Corporate/Securities & Tax Retreat (May 17, 2008)
- "Foreign Corrupt Practices in 2007 - Assessing the Real Risk" with David Washburn, Tatum Directors Roundtable, offices of Tatum, LLC (March 25, 2008)
- "What to Do When the Government Comes Knocking," (September 20, 2007)

AFFILIATIONS

- Dallas Association of Young Lawyers
- Dallas Bar Association
- DAYL Foundation, Fellow
- Dallas Volunteer Attorney Program

IN THE NEWS

- Quoted in "Shop Talk: Conducting Internal Investigations," *Compliance Week* (October 11, 2011)

PRESS RELEASES

- Andrews Kurth Lawyers Recognized as 2011 Texas Rising Stars (March 17, 2011)
- Andrews Kurth Elects Ten New Partners for 2011 (November 29, 2010)
- Andrews Kurth Lawyers Recognized as Texas Rising Stars (April 14, 2009)
- Andrews Kurth Lawyers Recognized as Rising Stars (April 29, 2008)