

Lawson v. *FMR LLC*: The First Circuit Declines to Extend Sarbanes-Oxley Whistleblower Protection to Employees of Private Company Contractors to Public Companies

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In a case of first impression, the United States Court of Appeals for the First Circuit issued a decision in *Lawson v. FMR LLC*, holding that the whistleblower protection provision of Section 806 of the Sarbanes-Oxley Act of 2002 ("SOX") covers only employees of "public" companies - those with a class of securities registered under Section 12 of the Securities Exchange Act of 1934 ("Exchange Act") or those required to file reports under Section 15(d) of the Exchange Act - and does not extend its coverage to employees of private companies that are contractors or subcontractors to those public companies. The First Circuit, which reversed a decision of the United States District Court for the District of Massachusetts, reached its conclusion on the basis of statutory interpretation of the whistleblower provision and other sections of SOX and bolstered it with an examination of legislative history.

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