

# Executive Compensation and Benefits

**Among many others, we have advised:**

- Autodesk, Inc.
- Broadcom Corporation
- Cephalon, Inc.
- Coty Inc.
- E.I. DuPont de Nemours and Company
- Endo Pharmaceuticals Holdings Inc.
- Exelon Corporation
- Express Scripts, Inc.
- Fortress Investment Group LLC
- board of directors of Fortune Brands, Inc.
- Gilead Sciences, Inc.
- the Gold/Schiffer family
- Grupo Bimbo S.A.B. de C.V.
- HealthSpring Inc.
- Hitachi Global Storage Technologies
- Kinetic Concepts, Inc.
- Landis+Gyr
- Lawson Software, Inc.
- Martin Marietta Materials, Inc.
- NDS Group Ltd.
- Occidental Petroleum
- Pfizer Inc.
- Quora, Inc.
- Safety-Kleen, Inc.
- SanDisk Corporation
- Sara Lee Corporation
- SurveyMonkey Inc.
- Validus Holdings, Limited
- Visa, Inc.
- Xilinx, Inc.
- Multiple senior executives of both public and privately held companies in connection with the negotiation and implementation of employment, severance and change in control agreements.

The heightened scrutiny of executive compensation issues has resulted in an increasingly complex maze of government regulation and market pressures. Skadden helps companies and executives manage the impact of these regulatory and market developments. Our Executive Compensation and Benefits Group regularly advises clients to help identify, manage and resolve the most complex tax, securities law and corporate governance matters relating to employee compensation plans and arrangements.

The Executive Compensation and Benefits Group focuses on the planning, drafting and negotiation of a wide variety of executive compensation arrangements, such as employment and severance agreements and all types of employee benefit plans. We also negotiate and advise on all types of stock and cash-based plans and arrangements (including private equity arrangements), including with respect to the tax efficient structuring of equity compensation arrangements and related shareholder agreements. We advise clients on the fiduciary responsibility provisions of ERISA with respect to investment of pension plan assets and prohibited transaction rules as well as related litigation matters. We have unique experience advising on deferred compensation arrangements and issues under Section 409A, as well as significant experience with the “golden parachute” rules under Section 280G and the deduction limitation rules under Section 162(m).

Our team also plays a critical role in Skadden’s transactional practice. Working with Skadden lawyers from our other practice areas, we advise on executive compensation and benefits issues arising in the context of mergers, acquisitions, spin-offs, initial public offerings, restructurings and other extraordinary corporate events, including private equity and leveraged buyout transactions.

Our practice members repeatedly have been recognized as “leading lawyers” in the executive compensation and employee benefits fields by, among others, *Chambers USA: America’s Leading Lawyers for Business*, *The Best Lawyers in America*, *U.S. News — Best Lawyers* “Best Law Firms” and *The Legal 500: U.S.*