

Partner, New York

Executive Compensation and Benefits



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## Education

J.D., Duke University School of Law (*magna cum laude*)

B.A., Pennsylvania State University (high honors)

## Bar Admissions

New York

Erica Schohn is head of Skadden's executive compensation and benefits practice. Her practice focuses on compensation and benefits arrangements in U.S. and cross-border corporate transactions (including mergers and acquisitions, public offerings, bankruptcy reorganizations and carve-out transactions), the negotiation of executive employment and severance arrangements, and the drafting and implementation of equity and other compensation programs.

Ms. Schohn frequently advises clients on the U.S. Securities and Exchange Commission (SEC) rules governing executive compensation disclosure and corporate governance matters relating to compensation practices. As part of this practice, Ms. Schohn is a member of panels and committees comprised of leading government and private- and public-company governance professionals, and she speaks regularly with representatives from the SEC, stock exchanges, institutional investor groups and proxy advisory firms on the latest issues in corporate governance.

Ms. Schohn also regularly advises clients regarding tax planning with respect to compliance with Internal Revenue Code Section 409A and the tax rules relating to deferred compensation, the excise tax on excess parachute payments and limits on the deductibility of executive compensation. She also counsels clients on a range of ESG-related matters.

Her experience includes representing companies, private equity funds and individuals in, among others, the pharmaceutical, medical supply, financial, energy, entertainment and travel industries.

Selected representative work experience for Ms. Schohn includes:

- **Apax Partners, L.P.** in several matters, most recently in connection with its acquisitions of EveryAction from Insight Partners, and Social Solutions from Vista Equity Partners. EveryAction and Social Solutions combined with CyberGrants to form a company with an enterprise value of \$2 billion, in the largest M&A transaction in the history of the social good software sector
- **Centene Corporation** in its:
  - \$17.3 billion merger with WellCare Health Plans, Inc.
  - \$2.2 billion acquisition of Magellan Health, Inc.
  - \$1.35 billion sale of Magellan Rx to Prime Therapeutics LLC
  - \$750 million sale of the Magellan Specialty Health business to Evolent Health, Inc.
- **Coty Inc.** in its strategic partnerships with:
  - Kylie Jenner to jointly develop her existing beauty business, with Coty acquiring a 51% ownership stake for \$600 million
  - KKR & Co. Inc., including a \$1 billion investment made in two tranches — totalling \$750 million and \$250 million — in Coty through the sale of convertible preferred shares to KKR
  - Kim Kardashian West to develop her existing beauty business, with Coty acquiring a 20% ownership stake for \$200 million
- **Crane Co.** in its separation into two independent, publicly traded companies
- **Devon Energy Corporation** in its merger of equals with WPX Energy, Inc. at an enterprise value of \$12 billion

# Erica F. Schohn

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- **Duck Creek Technologies, Inc.**, a portfolio company of Apax Partners L.P., in its:
    - \$2.6 billion acquisition by Vista Equity Partners
    - \$473 million initial public offering of common stock
  - **Embraer S.A.** in the \$4.2 billion sale of an 80% stake in its commercial aircraft and services business to The Boeing Company. Embraer also entered into a separate joint venture to promote and develop new markets for Embraer's military transport aircraft. This transaction was named Impact Deal of the Year at the *International Tax Review Americas Awards*
  - **Embraer S.A. and its subsidiary, Embraer Aircraft Holding, Inc.**, in UAM, LLC's (d/b/a Eve) merger with Zanite Acquisition Corp. at an equity value of \$2.9 billion. As a result of the merger, UAM became a publicly traded company
  - **the founders and controlling stockholders of Asklepios BioPharmaceuticals, Inc.** (AskBio) in the sale of AskBio to Bayer AG for \$2 billion upfront and up to \$2 billion in contingent consideration upon the achievement of certain milestones
  - **JAB Holding Company** in:
    - its \$7.5 billion acquisition of Panera Bread Company
    - its \$1.5 billion acquisition of Embrace Pet Insurance Agency, LLC
    - its acquisition of a majority stake in Pumpkin Insurance Services, Inc. from Zoetis Inc.
    - its acquisition of National Veterinary Associates
    - its \$1.4 billion acquisition, along with Independence Pet Group, of Crum & Forster Pet Insurance Group and Pethealth Inc. from Fairfax Financial Holdings Limited
    - Independence Pet Holdings' acquisition of Pets Best Insurance Services LLC
    - Independence Pet Holdings' \$265 million acquisition of Independence American Insurance Company and an 85% stake in PetPartners, Inc.
  - **Janus Capital Group, Inc.** in its merger of equals with Henderson Group plc to form a new company called Janus Henderson Global Investors plc
  - **Keurig Green Mountain, Inc.** in its \$18.7 billion acquisition of Dr Pepper Snapple Group, Inc. The combined company is called Keurig Dr Pepper
  - **Krispy Kreme, Inc.** in its \$500 million initial public offering of common stock
  - **Nasdaq, Inc.** in the spin-off of its private market trading platform to create a joint venture with SVB Financial Group, Citigroup, Inc., The Goldman Sachs Group, Inc. and Morgan Stanley
  - **S&P Global Inc.:**
    - in the auction and ultimate \$975 million sale of its engineering solutions business to KKR
    - in connection with its IT outsourcing agreements
  - **Southwestern Energy Company** in its \$2.7 billion acquisition of Indigo Natural Resources, LLC
  - **the special committee of the independent directors of Myovant Sciences Ltd.** in the initially unsolicited, but subsequently agreed upon, \$1.7 billion acquisition by Sumitovant Biopharma Ltd. of the remaining stake in Myovant that it Sumitovant did not already own
  - **Veritas Capital** in the \$3 billion acquisition of Cubic Corporation
  - **Waldencast Acquisition Corp.** in its three-way merger with Obagi and Milk Makeup at an enterprise value of \$1.2 billion
- Ms. Schohn is the author and editor of the *Section 409A Handbook*, published by *Bloomberg BNA*, and speaks at seminars on issues relating to cross-border employee matters, data privacy, executive compensation, tax planning and corporate governance. In recognition of her work, Ms. Schohn has been named an Employment Law Trailblazer by *The National Law Journal*. Ms. Schohn also has been repeatedly recognized by *Chambers USA: America's Leading Lawyers for Business* and *The Legal 500 U.S.*, in addition to being named a *Law360* Benefits MVP and a BTI Client Service All-Star for providing outstanding client service. Additionally, she has been repeatedly selected as one of Lawdragon's 500 Leading U.S. Corporate Employment Lawyers. She also is a member of the Skadden team that has been selected multiple times as a *Law360* Benefits Group of the Year.
- Ms. Schohn is the founder of Connections, a group of employment and benefits lawyers from more than 30 countries on six continents who meet regularly to educate each other on global employment issues and speak at seminars on changes in laws relevant to multinational companies.
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