

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's 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.

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:

- **Air Products and Chemicals, Inc.** on the employee benefits and executive compensation aspects of its sale of the performance materials division of its materials technologies segment to Evonik Industries AG for \$3.8 billion in cash;
- **Apax Partners LLP** in:
 - its acquisition of a controlling interest in FULLBEAUTY Brands, Inc.; and
 - the \$800 million acquisition by Apax-advised funds of Quality Distribution, Inc.;
- **funds advised by Apax Partners LLP:**
 - on the employee benefits and executive compensation aspects of its acquisition of a majority stake in Duck Creek Technologies, Inc. from Accenture plc; and
 - in its acquisition of ECi Software Solutions, Inc.;
- **Array BioPharma** in its \$11.4 billion acquisition by Pfizer;
- **Centene** in its pending \$17.3 billion merger with WellCare;
- **Cineworld Group PLC**, the U.K.'s largest cinema operator, on its \$5.9 billion acquisition of Regal Entertainment Group;
- **Citigroup, Inc.** in the \$685 million sale of its fixed income analytics and index businesses to London Stock Exchange Group plc;
- **Colfax Corporation** in its \$860 million sale of its fluid handling business to CIRCOR International, Inc.;
- **JAB Holdings B.V.** in its \$7.5 billion acquisition of Panera Bread Company;

Erica F. Schohn

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- **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**, a company controlled by JAB Holding Company, in its merger with Dr Pepper Snapple Group, Inc.;
 - **Life Time Fitness, Inc.** in its \$4 billion acquisition by affiliates of private equity firms Leonard Green & Partners, L.P. and TPG Capital, L.P.;
 - **Nasdaq, Inc.** in connection with the carve-out sale of legal vehicles and assets comprising its public relations solutions and digital media services businesses to West Corporation;
 - **OceanFirst Financial Corp.** in its \$487 million acquisition of Sun Bancorp, Inc.;
 - **OFG Bancorp**, the holding company of Oriental Bank, in Oriental Bank's US\$550 million acquisition of the Puerto Rico and U.S. Virgin Islands banking operations of The Bank of Nova Scotia;
 - **Pathon N.V.** in its \$7.2 billion acquisition by Thermo Fisher Scientific, Inc.;
 - **S&P Global Inc.** in multiple outsourcing projects;
 - **StandardAero, Inc.** in its proposed acquisition of Vector Aerospace Holding SAS from Airbus SE;
 - **Total Merchant Services, Inc.** in its acquisition by North American Bancard Holdings, LLC;
 - **Veritas Capital** and its portfolio company Verscend Technologies in Verscend's \$4.9 billion acquisition of Cotiviti;
 - **Veritas Capital** in its \$755 million acquisition of the capital services business of Chicago Bridge & Iron Company N.V.;
 - **an affiliate of Veritas Capital** in its \$690 million acquisition of the government IT services business of Harris Corporation; and
 - **Versum Materials** in its IPO and spin-off from Air Products.

Ms. Schohn also has provided advisory work on compensation, benefits, securities and tax-related matters for public and private companies including, among others, **Endo Health Solutions; Janus Henderson Global Investors; Medtronic; and Realogy.**

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. Ms. Schohn also has repeatedly been selected for inclusion in *Chambers USA: America's Leading Lawyers for Business*, was named as a Rising Star in 2018 by *Law360* and has been named to *The Legal 500 U.S.* She is a member of the Skadden team that was recognized by *Chambers USA* in 2013 with its Award for Excellence, given annually to a select group of firms on the basis of pre-eminence in key practice areas. Ms. Schohn also was named as a 2017 BTI Client Service All-Star for providing outstanding client service.

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.