

# Executive Compensation and Benefits

The Executive Compensation and Benefits practice at Skadden advises public and private companies, management, boards of directors and executives on a full range of matters relating to employee compensation plans and arrangements, including issues arising in the areas of the transactional, tax, securities, bankruptcy and corporate governance. Heightened scrutiny of executive compensation issues has resulted in an increasingly complex maze of government regulation and market pressures. The executive compensation and benefits practice helps clients manage the impact of these regulatory and market developments.

## Recognized Leadership

Our practice members repeatedly have been recognized as “leading lawyers” in the executive compensation and employee benefits fields by, among others, *Chambers USA*, *Chambers Global*, *The Best Lawyers in America* and *The Legal 500: U.S.* We also received the 2013 *Chambers USA* Award for Excellence for “Employee Benefits & Executive Compensation Team of the Year.” Our practice members regularly publish articles and client memoranda on important developments in the area and are called on to provide insights at numerous high-profile conferences and meetings in the areas of tax, securities and corporate governance. In addition, our practice includes the authors and editors of *The Section 409A Handbook* — the leading treatise on Section 409A of the Internal Revenue Code, which governs the treatment of deferred compensation — as well as the chairperson of the PLI Hot Issues in Executive Compensation Conference.

## Broad Experience

Our Executive Compensation and Benefits Group advises clients in all aspects of compensation and benefits, such as:

- planning, drafting and negotiating a wide variety of executive compensation arrangements, such as employment and severance agreements and all types of employee benefit plans;
- advising 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;
- advising on deferred compensation arrangements and issues under Section 409A, as well as the “golden parachute” rules under Section 280G and the deduction limitation rules under Section 162(m);
- playing a critical role in Skadden’s transactional practice, including advising on executive compensation and benefits issues arising in the context of mergers, acquisitions, spin-offs, initial public offerings, restructurings and other corporate events, including private equity and leveraged buyout transactions;
- advising 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;

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- counseling senior executives of both public and privately held companies in connection with the negotiation and implementation of employment, severance and change in control agreements;
  - advising clients on international employment issues for example, treatment of employees in international transactions and global equity arrangements; and
  - counseling clients on funding issues with respect to defined benefit pension plans and on the provisions of ERISA in connection with the termination of or withdrawal from single employer and multi-employer pension plans.

## **Diverse Clients**

Our client base includes companies (both public and private), banks and financial institutions, investment managers, management, boards of directors and board committees, and executives across various industries worldwide, giving us a broad perspective of employee benefits and executive compensation matters. We believe that every matter, regardless of size, is important to our clients, and we strive to bring the same practical approach, creativity and commitment to excellence to each matter in which we are engaged.

## **Global Network**

Our executive compensation and benefits practice regularly assembles teams throughout the U.S. and internationally to provide appropriate subject-matter and geographical coverage for the most complicated employment-related issues. We work closely with nationally recognized Skadden transactional, corporate, tax and litigation practices across the globe to give our clients the benefits of the firm's collective knowledge and experiences.