

## Executive Compensation & Employee Benefits

We represent companies, executives and boards of directors in connection with complex executive compensation and employee benefit issues and arrangements, including tax, securities law and corporate governance matters. Our lawyers focus on negotiating and structuring employment agreements, severance arrangements, long-term incentive plans, equity-based compensation plans, deferred compensation plans and other compensatory arrangements.

Our tax experience includes extensive knowledge and experience in connection with issues arising under Section 409A of the Internal Revenue Code relating to deferred compensation, Section 83 of the Internal Revenue Code relating to compensatory transfers of property and Section 280G of the Internal Revenue Code relating to golden parachutes.

We also advise corporations and compensation committees of corporate boards on securities law issues, including the compensation-related aspects of proxy statements and compensation disclosure requirements, and corporate governance matters relating to director and executive officer compensation. We regularly work together with our corporate lawyers in connection with executive compensation, pension and other employee benefit issues arising in connection with mergers and acquisitions, financing arrangements and initial public offerings. We also advise on tax and fiduciary issues concerning pension and other employee benefit plans.