

Executive Compensation

Compensation arrangements can be overwhelmingly complex, from compliance issues to simply figuring out the financial implications. Whether you are an executive or a business looking to get the best deal possible, having counsel with the experience to protect your interests is critical.

Our attorneys have advised hundreds of executives and companies in multimillion-dollar equity and compensation negotiations, including employment and severance agreements, deferred compensation arrangements, and employee incentive plans. We take a practical, business-minded approach to executive compensation issues. It's our job to remove obstacles and be drivers of the deal.

We help our clients determine what a potential deal may mean to them from a business and financial standpoint. That's why companies and individuals alike turn to us for more than just legal advice and analysis. We are here to provide practical business advice and feedback as well as walk you through the entire negotiation process.

Our Executive Compensation Practice represents clients throughout the country, including public companies, financial institutions, universities, colleges, and tax-exempt entities with respect to compensation for senior officials and officers, university presidents, and senior executives. We are also a go-to firm for private equity and asset management arrangements.

In addition, tax-exempt organizations look to us for help in complying with rules governing "intermediate sanctions," as they apply to the compensation packages for the most senior officers and managers. They also rely on us to navigate corresponding state laws. Through our affiliate, ML Strategies, LLC, we provide compensation benchmarking and consulting services that are an integral part of the compliance process.



Quick Facts

- 10+ dedicated attorneys
- Nationwide practice
- One-stop shop:
 - Bankruptcy
 - Benefits
 - Corporate
 - Deferred compensation
 - Estate planning
 - Intellectual property
 - Securities
 - State laws
 - Tax
- Attorneys ranked in *Best Lawyers in America* and *Super Lawyers*
- *Chambers USA*
 - Attorneys ranked nationally and in Massachusetts, New York, and Washington, DC
 - Practice ranked for executive compensation in Massachusetts
- *U.S. News & World Report* and *Best Lawyers* "Best Law Firms"
 - Practice ranked nationally and in Boston and New York

Representative Experience

- Advised an international media executive on a compensation package in excess of \$100 million.
- Represented a mid-market private equity firm in its acquisition of a company that designs and markets branded personal and business accessories. Responsible for the negotiation and documentation of all of the agreements between the private equity firm and the management team, including the drafting of the management incentive equity plan, incentive equity grant agreements, employment agreements, and loan agreements for the CEO and other members of the senior management team.
- Represented an eight-person management team of a leading optoelectronics and advanced electronic systems manufacturer. Responsible for the negotiation and documentation of the management team's executive compensation and equity arrangements in connection with the company's acquisition by a private equity firm.
- Represented the management team of a multinational company providing power maintenance, technical, and professional project and staffing services to power generation, industrial, and government energy markets. Responsible for the negotiation and documentation of the management team's executive compensation and equity arrangements in connection with the company's acquisition by a private equity firm.
- Represented large private equity sponsors in the negotiation and documentation of employment and equity agreements with management in connection with their purchases of portfolio companies, including an industrial materials manufacturer, a marketing information services company, and a large metal products supplier.
- Advised an insurance company management group in a private equity investment transaction.
- Advised the management group of a financial institution and investment bank in compensation negotiations for an IPO transaction.
- Designed and implemented a global, tax-advantaged management incentive plan for an international apparel company.
- Advised a multibillion-dollar international corporation on deferred compensation and taxation issues.
- Represented the new CEO of one of the world's largest suppliers to the health care industry with respect to the CEO's employment terms and compensation.
- Advised one of the world's largest mobile phone suppliers on cross-border transactional issues, including all US benefits and executive compensation matters.
- Advised the president and other executives of a New England technological college regarding compensation of the president, executive VP, and CFO by conducting a confidential compensation study including peer institutions. Also provided guidance on best practices in higher education as recommended by the American Council on Education and the Association of Governing Boards. Negotiated amendments and extensions of employment agreements of executive officers.

Service Offerings

- Counsel to executives on compensation, performance evaluation, goal-setting, direct and deferred compensation, intermediate sanctions, Sarbanes-Oxley, and best practices
- Corporate counsel to public and private companies on compensation plans and agreements
- Individual counsel to executives of public and private companies and senior investment professionals
- Counsel to advisory boards and compensation committees on executive pay
- 162(m) compliance
- 409A analysis and compliance
- Change-in-control agreements and 280G analysis
- Employment and severance agreements
- High-level terminations
- Incentive equity plans
- Incentive plans
- Litigation
- Long-term incentive plans
- Management incentive plans
- Management's equity contribution
- Management's rights
- Stock plans
- Synthetic and phantom equity plans

Trusted Advisors to CEOs & Executives

- CEO of an international stock market research company in negotiations with respect to the individual's employment and equity arrangements in connection with a co-investment with a private equity firm.
- CEO of a global entertainment company in negotiations with respect to the individual's employment arrangement and equity package in the context of the company's \$380 million recapitalization and partial acquisition by a private equity firm.
- Executive chairperson of a major education products company in the negotiation of the individual's employment arrangement and equity package in connection with the company's purchase from a Fortune 500 company by a private equity firm.
- CEO of an events company in negotiations with respect to the individual's employment and equity arrangements when he joined the company; also represented the CEO and the management team with respect to their employment and equity agreements in connection with the recent sale of the company to a strategic acquirer.
- CEO of a media holding company in negotiations with respect to the individual's employment and stock agreements in the context of an acquisition by a private equity firm.
- CEO of a national supermarket chain in negotiations with respect to the individual's employment, bonus, and equity agreements in connection with the supermarket chain's restructuring and subsequent acquisition.
- Former CEO of an energy company in negotiations with respect to the individual's employment, bonus, and equity agreements in connection with the company's restructuring.
- CEO of a global consumer products company in negotiations with respect to the individual's employment agreement and bonus arrangements.
- CEO of a large private auction house in negotiations with respect to the individual's departure from another company and employment agreement with the auction house.

Connect

Andrew J. Bernstein

Member

212.692.6742 • AJBernstein@mintz.com

Raymond D. Cotton

Member

202.434.7322 • RDCotton@mintz.com

David R. Lagasse

Member

212.692.6743 • DRLagasse@mintz.com

www.mintz.com