

Overview

You work hard to create compensation programs that incentivize employees, to motivate behavior intended to improve the company's bottom line and to align with compensation at peer businesses. Dentons' lawyers have years of experience strategizing with you to get the best results from your executive compensation and directors' compensation programs under tax and securities laws and disclosure requirements. We help you to put your ideas into viable compensation programs.

Our lawyers can help you design:

- C-suite employment and severance agreements
- Annual incentive plans
- Golden parachute plans and other change in control arrangements
- Deferred compensation
- Rabbi trusts
- Option and other equity plans
- Innovative equity for LLCs, including carried interest to attract, retain, motivate and incentivize your most critical asset—your key personnel.

With the experience needed to navigate through the web of tax, securities disclosure and compliance, lawyers from Dentons seek practical solutions for your business.

Whether your company is large or small, public or private, family-owned, venture- or private equity-backed, a corporation or partnership, Dentons' lawyers collaborate with you and your compensation consultants on your timetable, as you respond to all your constituencies—individual executives; the HR, legal and finance departments, the board, the owners. We walk with you through the change-in-control experience; call on global expertise for equity awards and incentives for executives at home or abroad; fill you in on best practices and changes in norms; make board of director presentations or prepare proxy disclosures. Our lawyers are often called upon to serve as expert witnesses in executive compensation disputes.

We don't offer administration, actuarial or other pension consultancy services.

Representative Experience

- **Brazilian Investment Management Company:** Advising in connection with the structure of its offshore private equity funds to satisfy deferred compensation requirements and in connection with the sale of a controlling interest in the management company to a US financial services company.
- **Expert Witness:** Acting as expert witness on Internal Revenue Code 409A and executive compensation in a matter involving severance and change in control issues.
- **Integrated healthcare delivery system:** Advising the compensation committee of the board of directors on

executive compensation matters generally, including its biennial “deep dive” into compliance with “reasonable compensation” requirements.

- **Multinational retailer corporation:** Representing on its qualified retirement plans, deferred compensation plans, equity plans, and select executive incentive and severance arrangement, including acquisition-related consulting. Recently, our team advised this client in the creation, implementation and compliance aspects of multi-manager investment funds and customized target dated funds as options within the client’s 401(k) plans.
- **National professional services company:** Advising on its deferred compensation and employee benefits matters. Notably, on behalf of this client, Dentons prepared suggestions to the US Department of Labor, the Department of Health and Human Services, and the Internal Revenue Service (IRS) on the employer-shared responsibility provisions of healthcare reform.