

Executive Compensation, Employee Benefits, and Share Incentives

Well-designed compensation programs motivate performance and attract and retain talent. Legislative and regulatory changes, combined with heightened shareholder sensitivity and media focus on compensation, have made the design of appropriate compensation arrangements more and more complex.

Our lawyers work with companies all over the world to design, develop, and operate compensation programs that fit the needs of a particular business and reflect emerging views of best practice. We advise public and private companies, large and small. We know our clients' businesses and industries and provide integrated solutions tailored to a company's organizational and cost constraints.

We work with companies to design, implement, and operate cash and share incentive plans and other benefit programs that comply with tax, securities, employment, and other applicable laws around the globe. We work seamlessly with our client's consultants, accountants, actuaries, and other advisors.

Our lawyers are leaders of professional associations and industry groups shaping evolving policy in the areas of compensation, benefits, and corporate governance. Together with our public company advisory lawyers, we advise boards of directors, remuneration and compensation committees, and

Key contacts

Martha N. Steinman,
New York

Margaret De Lisser,
Washington, D.C.

Areas of focus

Compensation Committee

Stock and Cash Based Incentives

Related practices

Pensions

management on questions of corporate governance compliance and public disclosure of compensation arrangements.

We can help you address the issues that arise with compensation and benefit arrangements in mergers, acquisitions, spinoffs, IPOs, and other disposals.

We regularly draft and negotiate executive employment and separation agreements. As part of our practice in the U.S., we have extensive experience with all types of qualified and non-qualified defined benefit and defined contribution retirement plans. We also have extensive experience with health and welfare plans and the complex web of laws and regulations applicable to these programs.

Representative experience

Advising Shaftesbury PLC on its recommended £5bn all-share merger with fellow FTSE-250 listed Capital & Counties Properties PLC.

Advising Lockheed Martin on its US\$4.4bn acquisition of Aerojet Rocketdyne.

Advising PhonePe on the separation of ownership of PhonePe Private Limited, India from the Indian e-commerce giant Flipkart Private Limited.

Advising Clipper Logistics plc on its recommended c. £1bn cash and share takeover offer by GXO Logistics, Inc.

Advising VICI Properties Inc., an experiential REIT specializing in casino properties, on its US\$17.2bn strategic acquisition of MGM Growth Properties LLC, a transaction which will create America's largest owner of experiential real estate.

Advising Patron Capital Partners on the sale of Punch Pubs for c.£1bn to private equity firm Fortress.

Advising Duke Realty Corporation, a publicly listed leading U.S. industrial REIT, on its approximately US\$23bn combination with Prologis Inc., a publicly listed global leader in logistics real estate.

Advising CPI Property Group S.A. (CPIPG) on CPIPG and Aroundtown SA's €1.57bn takeover of Globalworth Real Estate Investments Limited.

Advising Oracle Corporation on its US\$28.3bn acquisition of Cerner Corporation.

Advising PerkinElmer, Inc. on its US\$591m cash takeover of Oxford Immunotec Global plc, a UK headquartered global leader in proprietary test kits for latent tuberculosis.

Advising Electra Private Equity PLC on the demerger of TGI Fridays under new parent company Hostmore plc.

Advising Arm Limited (Arm), the UK-headquartered multinational semiconductor business of Japan-based SoftBank Group and the SoftBank Vision Fund, on the US\$40bn sale of Arm to NVIDIA.

Advising AmerisourceBergen Corporation on its US\$6.47bn acquisition of Walgreens Boots Alliance's wholesale distribution business in Europe.

Advising Ironwood Capital on the formation of a US\$525m fund.

Advising Fortress Investment Group on establishment of new long term incentive arrangements following our advice on its earlier £95m acquisition of the Majestic Wine retail and commercial businesses in 2019.

Advising PeproTech, a leading developer and manufacturer of recombinant proteins in its auction and subsequent US\$1.85bn sale to Thermo Fisher Scientific.

Advising Papa John's International, Inc. on the sale of its controlling interest in its 90-restaurant joint venture with Blue and Silver Ventures, Ltd, an affiliate of the Dallas Cowboys, to Sun Holdings.

Advising Labcorp, on its US\$149m acquisition of Toxikon, a contract research organization delivering best-in-class nonclinical testing services and on its acquisition of Personal Genome Diagnostics Inc., a leader in cancer genomics with a portfolio of comprehensive liquid biopsy and tissue-based products.

Awards and rankings

- Ranked - Employee Benefits & Executive Compensation, District of Columbia, *Chambers USA*, 2023
- Tier 2 - Employee Benefits, Executive Compensation And Retirement Plans: Transactional, *Legal500 US*, 2023

Latest thinking and events

Sponsorships and Speaking Engagements

Strafford Webinar - New DOL Fiduciary Rule: Key Provisions of the New Regulations and Challenges for Counsel, Plan Sponsors, and Service Providers

Hogan Lovells Events

Employment Law Developments in 2024

Insights and Analysis

Minimum Wage Increase of 20% in Mexico by 2024

Sponsorships and Speaking Engagements

American Bar Association - Navigating Murky Waters: Ethics for ERISA and Executive Compensation Lawyers

Sponsorships and Speaking Engagements

Practising Law Institute: Tax Strategies for Corporate Acquisitions, Dispositions, Spin-Offs, Joint Ventures, Financings, Reorganizations & Restructurings 2023

Hogan Lovells Events

Women in Corporate & Finance Impact Series – Panel Discussion: Positioning for Power