



Duane Morris provides sophisticated and discreet counsel to C-suite and senior executives considering or facing career-related change. We work with our clients to identify priorities, source relevant information, develop a strategy, negotiate and document the best deal for our client. Our interdisciplinary and comprehensive approach covers the diverse areas of law that executive career changes impact, including employment, compensation and benefits, tax, intellectual property and securities law. Our clients include C-suite and senior executives of publicly traded and private companies, universities and major nonprofit entities. Typically, we assist clients facing one of three career-defining events:



MIGRATION: Transition to a new employer



ELEVATION: Leadership promotion within current employer



SEPARATION: Exiting employment relationship either voluntarily or involuntarily



FOR MORE INFORMATION, PLEASE CONTACT:

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Or any of the attorneys in our Employment, Labor, Benefits and Immigration Practice Group or the attorney in the firm with whom you are regularly in contact.

While each career event presents unique challenges, all executive negotiations involve numerous inter-related issues in one or more of four major categories:

Compensation

- ▶ Cash: base salary, bonuses and long-term incentives
- ▶ Equity forms: stock options, restricted stock/units, SARs
- ▶ Equity features: vesting and acceleration events
- ▶ Appropriate compensation benchmarks
- ▶ Deferred compensation/SERPs

Terms and Conditions

- ▶ Title and duties
- ▶ Term duration and renewals
- ▶ Perks, including relocation and professional services stipends
- ▶ Immigration support
- ▶ Expat accommodations

Severance Pay

- ▶ Amounts and duration
- ▶ Payment triggers
- ▶ Definitions of “for cause” and “good reason” terminations
- ▶ Change in control features
- ▶ Health and other benefits
- ▶ Claims waivers and releases

Post-Employment

- ▶ Noncompete and nonsolicit restrictions under state law
- ▶ Internal and external communications
- ▶ Equity elections or divestments
- ▶ IP/trade secrets
- ▶ Dispute resolution and “clawbacks”
- ▶ Tax issues under IRS Sections 83, 280G, 409A and 457(f)

An executive considering a career-defining change event has only one opportunity to get it done right. Duane Morris attorneys draw on our years of experience in counseling high-level executives to negotiate optimal employment agreements and severance packages, with the goal of “leaving nothing on the table.”

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