



## ESOPs, BENEFITS & COMPENSATION

“Our dedicated employee benefits team aims to simplify complex laws and help our clients use them to accomplish their goals in a practical and cost-efficient way.”

### WHO WE ARE

With deep experience in the field, our employee benefits attorneys advise publicly traded, privately held, governmental, and tax-exempt clients on a broad cross-section of benefits and compensation topics. All of our practice group’s attorneys are dedicated exclusively to the practice of employee benefits.

We work alongside new and long-standing clients on all types of qualified retirement plans; nonqualified plans; equity compensation; partnership profits interests; employment tax; welfare benefit plan compliance; IRS and DOL audits and investigations; and related matters.

Our practice also supports M&A transactions ranging from hundreds of thousands to hundreds of millions of dollars, whether as part of our firm’s corporate department or as part of a larger deal team for our practice group’s benefits clients.

We further differentiate our benefits practice with a robust ESOP client base. We work with dozens of fully and partially owned ESOP companies ranging in size from a few million to several hundred million dollars, advising them on all aspects of ongoing ESOP legal matters. Our group routinely handles ESOP formation and disposition transactions, including company representations and independent ESOP trustee representations.

Our ESOP consulting subsidiary, ESOP Strategies, assists prospective ESOP sponsors with feasibility studies, plan design recommendations, and related financial analysis in the exploratory phase, as well as lender RFPs, and ESOP repurchase and sustainability planning for “mature” ESOPs.

### HOW WE HELP

Our team handles all aspects of ESOPs, employee benefits, compensation, and related tax matters, including:

#### Employee Stock Ownership Plans and Related Transactions

- ESOP feasibility studies, plan design, financial analyses, and lender RFP searches
- ESOP formation transactions

## HOW WE HELP (CONT.)

- Ongoing ESOP compliance and regulatory matters
- Dispositions of ESOP-owned companies, including third-party sales and ESOP redemptions
- Representation of independent ESOP trustees
- ESOP repurchase and sustainability consulting
- Other employee-involved business succession transactions

### Qualified and Nonqualified Retirement Plans

- All types of qualified retirement plans, including 401(k), profit-sharing, defined benefit, 457(b), 403(b), governmental 401(a), and cash balance plans
- IRS and DOL audits and investigations of plans
- Nonqualified deferred compensation plans and related tax and ERISA compliance, including Code Sections 409A, 457(f), and 4960

### Incentive and Equity Compensation

- Stock option and incentive stock option plans
- Stock appreciation rights
- Change in control and phantom equity agreements
- Partnership profits interests
- Restricted stock and other forms of equity compensation
- Employee stock purchase plans

### Welfare Plans

- ERISA and tax code compliance
- ACA, COBRA, cafeteria plan, and health plan guidance
- Severance plans

### Employment Tax

- FICA and tax withholding
- Virginia income tax withholding

### Business Transactions

- Support for business transactions, including due diligence, purchase agreement negotiation and drafting, benefit plan transition, and related matters
- Coordination of closing payments, termination of benefit plans, and 280G analysis
- Tax and employment aspects of management rollover equity, profits interests, and post-closing equity and incentive plan negotiation

## WHO WE REPRESENT

Our private-sector clients operate in the financial services, manufacturing, life sciences, wholesaling, government contracting, shipping, professional services, health care, sports, recreation, construction, real estate, and insurance industries, among others.

Our governmental clients include various Virginia cities, municipal corporations, state agencies, and colleges and universities.

We also represent select executives in negotiating and drafting executive employment agreements, deferred compensation plans, severance agreements, and equity incentives.

Although we are geographically located in Virginia, our client base spans the country.