

**Michael A. Kadlec | Partner**  
Benefits & Executive Compensation

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Michael Kadlec has significant experience in all aspects of employee benefits and executive compensation, including:

- Design and drafting of retirement and welfare benefit plans
- Design and drafting of equity compensation arrangements, long-term incentive arrangements, and transaction bonus arrangements
- Drafting and negotiation of employment, separation severance, and similar agreements
- Design and drafting of deferred compensation arrangements and advice and guidance on compliance with ERISA and IRC section 409A
- Advice and guidance on employee benefits and executive compensation aspects of corporate mergers and acquisitions, including IRC section 280G
- Advice and guidance on public corporation executive compensation design and disclosure

Michael has experience representing various types of clients, including international publicly traded corporations, private equity funds, privately held entities, large tax-exempt organizations, and executives.

## Outside The Firm

Michael is married and has two sons and enjoys being involved with his sons' sports and other activities.

## Select Engagements

- One of the world's largest multimedia conglomerates, in all aspects of

employee benefits and executive compensation.

- A defense contractor, on all aspects of employee benefits, including the re-design and implementation of its pension plan and 401(k) plan.
- Large nonprofit operators of hospitals and other health-related service providers, in the design and drafting of their 403(b) plans and its defined benefit pension plans, and its integration of the employee benefits programs of newly acquired hospitals.
- Private equity funds, in connection with their acquisition of various portfolio companies with respect to all aspects of employee benefits and executive compensation, including the negotiation and design of employment agreements and equity-based compensation programs.
- Preparing executive compensation analysis and disclosure for the proxy disclosure statements of various publicly traded corporations.
- Senior management groups, for purposes of negotiating employment and compensation agreements in connection with the sale of their employers.
- Plan sponsors, in connection with the design, drafting, and on-going administration of employee stock ownership plans ("ESOPs").
- Plan sponsors, in connection with the termination of defined benefit pension plans.
- Preparation and negotiation of determination letter and voluntary compliance program ("VCP") applications for qualified retirement plans.
- Employers before the Internal Revenue Service and the Department of Labor, with respect to the defense of non-compliance penalties pertaining to their qualified retirement plans.

## Admissions

- Pennsylvania

## Education

- University of Delaware, BS
- Temple University School of Law, JD

## Recognitions

2021–2023, Employee Benefits & Executive Compensation Law, listed in *Chambers USA*

## Professional Activities

Michael is a member of the Pension Committee of the Philadelphia Bar Association.