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## *Executive Compensation and Employee Benefits*

Lawyers with deep and broad experience counseling clients in every industry on the design, implementation, and interpretation of executive compensation arrangements and on general compensation and benefits issues.

Attracting, retaining, and motivating the right talent in top management positions and at every level of employment are daily challenges in businesses of all stages, from the earliest start-ups to the most established public companies. Properly tailored legal counsel on compensation policies and practices that appropriately balances creativity and customization with best practices and ease of administration can play a vital role in meeting these challenges. Our practice covers the representation of employers, executives, boards of directors and benefits industry service providers in the areas of executive compensation, equity compensation, employee benefits and ERISA.

Our compensation and benefits counseling and regulatory lawyers are part of WilmerHale's Tax Practice, highlighting the firm's commitment to providing advice that is deeply rooted in tax law and compliance but also expansively considers tax efficiency, implementation and administration. Moreover, given the interdisciplinary nature of compensation and benefits issues, the capabilities of our team are strengthened by colleagues throughout the firm in corporate, securities, labor and employment other groups. As a result, whether drafting executive employment and separation agreements or equity and non-qualified deferred compensation arrangements, negotiating the terms of restrictive covenant agreements, defending employers against ERISA class actions, working through US Securities and Exchange Commission (SEC) disclosure considerations, representing clients before the IRS, Department of Labor or other agencies, or structuring innovative retirement plan advisory product offerings on behalf of financial institutions and securities industry clients, the WilmerHale compensation and benefits team comprehensively advises on all aspects of the matter. And in transactions—whether on the buy-side or the sell-side, in a merger, other acquisition or reorganization, a financing or secondary, in the capital markets or in a SPAC business combination—our attorneys work collaboratively and seamlessly with members of the firm's Corporate Practice to ensure that not only does the deal get done (and done right) but that any retention (and post-transaction integration) goals are not lost in the mix. Further, our fluency with both compensation practices and arrangements and the provisions of the US tax

code, coupled with our proprietary software, also means that we can efficiently provide our clients with in-house prepared Section 280G (so-called “golden parachute payment”) analyses without the need for costly and time-consuming engagement with third-party vendors.

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## *Key Contacts*



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## *Related Solutions*

Bank Crisis Task Force

Capital Markets

Investment Management

Broker-Dealer Compliance and Regulation

Emerging Company and Venture Capital

Mergers and Acquisitions

Business and Financial Integrity

Environmental, Social and Corporate Governance (ESG)

Tax

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## *Areas of Focus*

Executive Compensation

International Compensation

Employee Benefits

ERISA

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## *Experience*

Counsel numerous global public companies on equity and executive compensation and benefits matters including Thermo Fisher Scientific, MKS Instruments, State Street, TMX Group, Skyworks Solutions, Apellis Pharmaceuticals, Ameresco, MicroStrategy and PTC Therapeutics.

Acted as executive compensation and benefits counsel to PerkinElmer in its \$5.25 billion acquisition of BioLegend, including advising on the integration of 401(k) and executive deferred compensation plans and in its \$2.45 billion divestiture of its Applied, Food and Enterprise Services businesses to New Mountain Capital, including providing extensive advice on the transferring of employees and various benefit programs across multiple jurisdictions, efficiently supervising local counsel in dozens of countries.

Advised MKS Instruments with certain executive compensation aspects of its \$4.4 billion acquisition of Atotech, an international specialty chemicals and equipment company.

Acted as executive compensation and benefits counsel to Houghton Mifflin Harcourt in its acquisition by Veritas Capital; Adore Me in its acquisition by Victoria's Secret; AVEO Oncology in its acquisition by LG Chem; Epizyme in its acquisition by Ipsen; Akouos in its acquisition by Lilly; Akamai Technologies in its acquisition of Linode Limited Liability Company and its pending acquisition of Neosec; Solid Biosciences in its acquisition of AavantiBio; and Progress Software Corporation in its acquisition of Kemp Technologies.

Regularly act as executive compensation and benefits counsel to private companies engaging in acquisitions and sales, including SDC Capital Partners in its' acquisition of Basalt Infrastructure Partners; Benu Networks in its acquisition by Ciena Corporation; Lookout, Inc. in the sale of its mobile security benefits to F-Secure; and SecZetta Inc in its acquisition by SailPoint Technologies.

Regularly act as executive compensation and benefits counsel to companies going public, whether via an initial public offering process, a reverse merger or a de-SPAC transaction including Schrödinger, Verve Therapeutics, Cue Health, Xilio Therapeutics and Carisma Therapeutics.

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## Recognition



***Named a Leading Employee  
Benefits and Executive  
Compensation Practice in  
Massachusetts***

*Chambers USA*

2010-2023



***Recommended for Labor and  
Employment: Employee Benefits  
and Executive Compensation  
(Transactions)***

*The Legal 500 United States*

2017-2023

- *Best Lawyers in America* – Recognized 124 WilmerHale lawyers, including Executive Compensation and Employee Benefits Partners Kim Wethly, Amy Null, Scott Kilgore, Bill Caporizzo and Ciara Baker; and named Kim Wethly a “Lawyer of the Year” in the 2024 edition of its peer-reviewed publication.
- *U.S. News - Best Lawyers®* – In the 2010–2024 “Best Law Firms” rankings, our tax law practice was ranked in the first tier nationally.
- *Chambers USA Guide* – Recognized our Massachusetts Employee Benefits and Executive Compensation Practice in 2010–2023, praising our group for the “corporate savvy of its attorneys” and calling out the services we provide to “clients seeking executive compensation advice during the early stages of company formation,” stating that we are “a top-flight US firm” and our team is “great at meeting and exceeding expectations,” “seamless and integrated” and one “you can really depend on.”
- *The Legal 500 United States* – Regularly recognizes WilmerHale among the top law firms for our work in the area of Employee Benefits and Executive Compensation (Transactions), most recently in the 2023 edition.
- BTI Consulting Group – Named Kim Wethly to its Client Service All-Stars 2019 list for exhibiting exceptional client service.
- *Washington Magazine* – Named Scott Kilgore a 2023 Lawyer Lifetime Achievement Member.
- *Super Lawyers* – Selected Scott Kilgore for inclusion as a Washington DC Super Lawyer in the area of Employment and Labor in 2013-2023.