

John B. Shannon

Partner

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John's comprehensive knowledge of executive compensation combined with significant experience enables him to represent and counsel his leading and global company clients on tax, securities and pay arrangements.

John Shannon is a partner in the firm's Employee Benefits & Executive Compensation Group. He focuses on all aspects of executive compensation, including tax, securities, accounting and corporate governance issues that directly impact executive pay arrangements. He regularly advises public and private clients with respect to equity-based and other incentive compensation arrangements, nonqualified deferred compensation and executive employment, separation and change-in-control agreements. Mr. Shannon has significant experience in tax and securities issues relating to executive compensation, including proxy and 8-K disclosure of executive compensation arrangements, Section 16 reporting and insider trading regulation, 10b5-1 plans, Section 162(m), and deferred compensation regulations under Section 409A. He regularly advises clients on compensation matters relating to M&A deals and other corporate transactions, including analysis and strategy with respect to 280G golden parachute rules.

Mr. Shannon received his J.D. degree in 1995 from Vanderbilt University, where he was elected to the Order of the Coif and was a member of the *Vanderbilt Law Review*. Prior to attending law school, Mr. Shannon was a senior tax specialist with KPMG Peat Marwick. Mr. Shannon earned his B.A. degree, cum laude, in accounting in 1990 from Southern Methodist University.

Representative Experience

Mr. Shannon serves as special executive compensation counsel to many publicly traded and closely-held companies, including:

- a global financial security company with a presence in more than 25 countries;
- the leading natural gas producer in the US;
- a Fortune 500 company engaged in the distribution of automobile replacement parts;
- one of America's largest family-style restaurant chains;
- a leading global supplier of medical products and systems;
- a leading provider of security and identity management technologies for consumer, enterprise and government applications; and
- a leading supplier and manufacturer of building products for residential new construction.

Representative transactional experience

- Counsel to a NYSE-listed company in connection with spin-off of business segment, providing advice on equity and compensation conversions.
- Counsel to a NYSE-listed company in connection with an equity exchange program, providing guidance with respect to the shareholder approval process, corporate governance and international considerations.

- Counsel to a super-regional bank with respect to executive compensation issues in connection with its merger of equals in a transaction valued at \$6 billion.
- Counsel to a major U.S. restaurant chain for executive compensation matters in connection with its \$1.4 billion acquisition by the world's largest company-owned restaurant company.
- Counsel to a leading global provider of medical products and systems regarding retention and severance arrangements and "golden parachute" tax planning in connection with its acquisition of a publicly-traded medical device company.
- Counsel to numerous companies with respect to executive compensation issues relating to the initial public offering process.
- Regularly assists companies with implementing equity plans and awards, including innovative award designs that can significantly reduce compensation expense.

Publications & Presentations

Publications

- "Shareholder Derivative Litigation Concerning Exec. Comp. Increasing; Corporations Should Review Policies and Disclosures," BNA's *Corporate Counsel Weekly*, Vol. 24, No. 38, October 7, 2009.

Professional & Community Engagement

- National Association of Stock Plan Professionals
- State Bar of Georgia, Employee Benefits Section

Education

- Vanderbilt University (J.D., 1995)
- Southern Methodist University (B.A., 1990)

Admitted to Practice

- Georgia

Related Services

Tax | Employee Benefits & Executive Compensation | Corporate & Business Transactions | Capital Markets & Securities