



Kerry T. Wenzel

Counsel

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Related Services

Tax ■ Employee Benefits & Executive Compensation ■ Capital Markets & Securities ■ Hospitality ■ REITs & Funds

Public and private companies call on Kerry for unique, client-specific solutions to executive compensation issues. She is well-versed in corporate governance matters, securities laws and tax issues. She takes a multifaceted approach when advising companies on executive compensation regulations, obligations and corporate transactions.

Kerry Wenzel practices as part of Alston & Bird's Employee Benefits & Executive Compensation Team. Kerry represents both public and private clients in establishing and administering executive compensation arrangements, including both plan-based compensation arrangements and executive employment and change in control agreements. Kerry focuses her practice on corporate, tax and securities issues relating to executive compensation, including Section 16 reporting and insider trading regulations, proxy disclosure rules, Form 8-K reporting obligations, 280G golden parachute rules, Section 162(m), deferred compensation regulations under Section 409A and director and officer indemnification and fiduciary issues.

Representative Experience

- Advising numerous public companies on executive compensation matters in connection with their securities disclosure obligations, such as proxy disclosure and Form 8-K disclosure.
- Advising publicly traded REITs in both independent director and employee compensation arrangements, including structuring and disclosing traditional equity-based compensation arrangements and compensation arrangements unique to REITs, such as sponsor-based "promote" plans.
- Drafting various forms of equity-based and other incentive compensation arrangements, including equity awards, stock purchases, incentive, and retention plans.
- Advising clients with respect to executive compensation issues related to M&A transactions, such as the 280G golden parachute rules.

Publications & Presentations

Publications

- "Securities and Exchange Commission Adopts Executive Compensation Clawback Rules," *Benefits Law Journal*, Wolters Kluwer, Vol. 35, No. 4, Winter 2022.
- "Pay Ratio Rules: Flexibility Offers Advantages and Disadvantages," *Corporate Board Member*, March 1, 2018.

Presentations

- "Human Capital Management," 2023 National Conference, Society for Corporate Governance, Salt Lake City, UT, June 20-23, 2023.

Professional & Community Engagement

- National Association of Stock Planning Professionals (NASPP)
- Society for Corporate Governance, Southeastern Chapter, president
- OnBoard
- State Bar of Georgia
- Helping Mamas, board of directors

Education

- Duke University (J.D., 2002)
- The University of North Carolina at Chapel Hill (B.A., 1999)

Admitted to Practice

- Georgia