

Kerry T. Wenzel

Counsel

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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

- Advises numerous public companies on executive compensation matters in connection with their securities disclosure obligations, such as proxy disclosure and Form 8-K disclosure.
- Advises 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.
- Drafts various forms of equity-based and other incentive compensation arrangements, including equity award, stock purchase, incentive and retention plans.
- Advises clients with respect to executive compensation issues related to M&A transactions, such as the 280G golden parachute rules.

Publications & Presentations

Publications

- "Pay Ratio Rules: Flexibility Offers Advantages and Disadvantages," *Corporate Board Member*, March 1, 2018.
- "Important Considerations in Light of the SEC's Proposed 'Pay Ratio' Rules Amending Item 402 of Regulation S-K," *Bloomberg BNA's Corporate Law & Accountability Report*, February 28, 2014.
- "Phantom Equity Arrangements and IRS Section 409A," *Law360*, August 27, 2012.

Presentations

- "Proxy Season Hits & Misses - Getting Ready for the 2015 Season," Society of Corporate Secretaries & Governance Professionals 2014 Southeastern Chapter Annual Meeting & Conference, Atlanta, GA, September 17-18, 2014.

Professional & Community Engagement

- National Association of Stock Planning Professionals (NASPP)
- Society for Corporate Governance, Southeastern Chapter, Advisory Committee
- 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

Related Services

Tax | Employee Benefits & Executive Compensation | Capital Markets & Securities