

# Project Summary



Compensation & Benefits Advisory Services, LLC

## Sections 280G and 4999 (“Golden Parachute”) Analysis and Planning

### Impacted Companies

- Companies actively in acquisition or divestiture mode or in industries undergoing consolidation
- Companies with exit strategies that include being acquired
- Companies subject to the SEC’s executive compensation disclosure rules and that provide tax gross-ups

### Services

- Review the Company’s determination of disqualified individuals
- Review all relevant documents including employment agreements; change in control agreements; plan documents and award agreements; board of directors and compensation committee meeting notes and resolutions; and payroll data
- Create a customized Golden Parachute model to analyze the impact of Section 280G and 4999 and to compute any required gross-up payments and/or cutback amounts
- Review shareholder disclosures
- Assist Company with planning to minimize the impact of Sections 280G and 4999
- Perform reasonable compensation analysis
- Prepare materials for and facilitate group communication sessions and meet with disqualified individuals on a one-on-one basis
- Draft opinion letters for the Company and disqualified individuals
- Prepare payroll withholding schedules

### Key Stakeholders

- Tax
- Legal
- HR/Payroll
- Finance

### Deliverables

- Golden parachute analysis and report of findings and recommendations
- Valuation reports
- Opinion letters
- Payroll withholding schedules
- Employee communications materials