



Benjamin D. Panter

**Member; Chair, Executive Compensation and Governance Member
Chicago**

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“ As one of the country’s top executive compensation attorneys, I have designed and implemented dozens of executive compensation programs for companies across the private equity, venture capital and publicly traded sectors. I also have an active practice representing individual executives and management teams in connection with their employment and compensation arrangements, having negotiated hundreds of executive compensation employment, separation and sale transactions. I am a business-minded, practical attorney who understands the importance of balancing legal protections with closing a deal. ”

Practice Focus

- Executive compensation and governance
- Tax and benefits
- Securities
- Labor and employment
- Capital markets
- Mergers and acquisitions
- Startup and venture capital
- Social corporate governance and impact investing

Ben is the Chair of the Executive Compensation and Governance Practice Group and advises clients across a broad spectrum of industries on executive compensation and employment law issues that arise from public and private M&A and private equity transactions, restructurings, debt and equity financings, and IPOs. He has an active practice representing compensation committees, companies, and senior executives in the negotiation and structuring of executive employment and severance agreements. He frequently represents management teams in private equity deals and other M&A transactions.

Ben also provides ongoing counsel to public and private companies, compensation committees, and executives with respect to day-to-day executive compensation and employment law matters, including corporate governance and best practices, executive compensation plan design, employment, severance and change in control agreements, restrictive covenant enforcement, and equity incentive compensation arrangements, as well as advising on related regulatory, securities, tax, and public disclosures, including IRC Sections 409A, 280G, and 162(m), Item 402, and Dodd-Frank.

Ben is an adjunct professor teaching executive compensation law at a Chicago area law school, and was formerly a partner in the Executive Compensation Practice Group at Kirkland & Ellis LLP.

In 2019, Ben and fellow McDonald Hopkins attorney Jordan Koss authored the sixth chapter of the 2019

Employment Law Update edited by Henry H. Perritt Jr., "Founders: Employees or Owners."

Admissions - State

- Illinois
- New York

Education

- New York University School of Law
- Chicago-Kent College of Law
- Miami University

Honors and Awards

- Selected for inclusion in *Illinois Rising Stars* (2012, 2013, 2015 and 2016) and *New York Rising Stars* (2011-2013)
- Law Bulletin Publishing Company's *Emerging Lawyer*: Employee Benefits Law
- Chicago-Kent Law Review
- Bar and Gavel Society

Alerts

- SEC challenges severance agreements restricting whistleblowers
- Start preparing: SEC issues proposed guidance on executive compensation clawbacks

Blog Posts

- Cryptocurrency: A new frontier (and trap) for employee incentives
- These SARs are not contagious: A summary of stock appreciation rights
- Executive pay coming to a town near you
- Private equity management team deals: An overview
- The basics of profits interests
- Beware of the phantom...equity
- "ARM" yourself to attract, retain and motivate
- IRS sounds off on data breaches
- What Matters Most to Investors?

News

- McDonald Hopkins represents GRAIL in \$390M Series D financing
- Ben Panter featured in Chicago Tribune's "Shout Out"
- Lifeway Foods CEO Julie Smolyansky discusses growing as a female executive with McDonald Hopkins panel
- MH Business Exchange Episode 8 helps executives understand compensation during employment

negotiation

- McDonald Hopkins holds event on exit strategies for company founders

Podcasts

- 4 Key Employee Compensation Issues for Business
- Episode 08: Executive representation: Understanding executive compensation during employment negotiation

External Publications

- "Equity Compensation for the Modern Workforce," Chapter 4 in the 2018 Employment Law Update (Perritt)
- "Options" for Early Stage Companies: Designing the Right Stock Option Program," Bloomberg BNA, May 2015
- "Founders Beware: How a Start-Up Exit May Not Be a 'Golden' Opportunity," Bloomberg BNA, October 2015
- "Founders: Employees or Owners," by Benjamin D. Panter and Jordan H. Koss, in 2019 Employment Law Update, ed. Henry H. Perritt, Jr.

Events

- Hot Topics in Employee Benefits and Executive Compensation | Thursday, March 5, 2020
- Navigating your growth as a female executive | Tuesday, June 11, 2019
- Attracting and retaining talent in a millennial world | Thursday, March 21, 2019
- The founder's exit strategy: From beginning to end | Thursday, February 22, 2018
- Taking Stock of Executive Compensation: Too Much of a Good Thing? | Tuesday, January 30, 2018
- Structuring Employee Severance Arrangements | Tuesday, July 26, 2016
- Founder Considerations for Start-ups | Wednesday, December 16, 2015
- Equity Compensation at Privately-Owned Companies in 2015 and Beyond | Thursday, May 7, 2015

Speaking Engagements

- "Executive Compensation," Money Matters Top Tips Podcast, February 2020
- "Structuring Management Incentive Equity Arrangements in Private Equity Acquisitions," Strafford Webinars, 2018
- "Founder Considerations for Start-ups," workshop, December 16, 2015
- "Executive Employment Agreements and Change in Control Arrangements," Strafford Webinars, October 13, 2015
- "Employee Severance Agreements and Section 409A Deferred Compensation: Withstanding Heightened IRS Scrutiny," Strafford webinar, July 23, 2015