



John B. Shannon

Partner

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Related Services

Tax ■ Employee Benefits & Executive Compensation ■ Corporate & Business Transactions ■ Capital Markets & Securities ■ Transactional Tax Insurance

John's comprehensive knowledge of executive compensation enables him to provide efficient and practical solutions to complex tax, securities, and corporate governance issues. John counsels public and private companies on employment and severance agreements, stock plans, and deferred compensation arrangements, and has extensive experience with compensation issues in M&A and corporate transactions.

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 companies, compensation committees, and individuals with equity-based and other incentive arrangements, nonqualified deferred compensation, and employment, separation, and change-in-control agreements. John has significant experience in tax and securities issues in executive compensation, including proxy and 8-K disclosures, Section 16 reporting and insider trading regulation, 10b5-1 plans, 409A deferred compensation rules, and human capital resources disclosure. Clients rely on John for compensation matters relating to M&A deals and other corporate transactions, including analysis and strategy on 280G golden parachute rules.

John 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, a Fortune 500 company engaged in the distribution of automobile replacement parts, a leading global supplier of medical products and systems, leading provider of sustainable, paper-based packaging solutions for a wide variety of consumer products companies, and a leading supplier and manufacturer of building products for residential new construction.

Before attending law school, John was a senior tax specialist with KPMG Peat Marwick.

Representative Experience

- Counsel to a leading supplier and manufacturer of building materials in a \$2.5 billion acquisition involving complex issues relating to stock award conversions, executive officer transitions, and employee benefits integration.
- Counsel to a NYSE-listed company in its spinoff of a business segment, providing advice on equity and compensation conversions.
- Counsel to a NYSE-listed company in an equity exchange program, providing guidance with respect to the shareholder approval process, corporate governance, and international considerations.
- Counsel to a superregional bank on executive compensation issues in its merger of equals in a transaction valued at \$6 billion.

- Counsel to a major U.S. restaurant chain for executive compensation matters in its \$1.8 billion acquisition by one of the world's largest quick service restaurant companies.
- Counsel to a leading global provider of medical products and systems regarding retention and severance arrangements and golden parachute tax planning in its acquisition of a publicly traded medical device company.
- Counsel to numerous companies on executive compensation issues relating to the initial public offering process.
- Assisting companies with implementing equity plans and awards, including innovative award designs that can significantly reduce compensation expense.

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