



Gregory C. Schick

Partner

San Francisco
Four Embarcadero Center
Seventeenth Floor
San Francisco, CA 94111

Tel: 415.774.2988
Fax: 415.403.6098
gschick@sheppardmullin.com

PRACTICE AREAS

- Tax
- Corporate

INDUSTRIES

- Education
- Emerging Growth/Venture Capital

OVERVIEW

Gregory C. Schick is a partner in the Tax, Employee Benefits and Estate Planning Practice Group in the firm's San Francisco office.

Areas of Practice

Gregory Schick's practice focuses primarily in the executive compensation, corporate securities laws and corporate governance areas. Mr. Schick also has appeared as an expert witness in civil litigation.

Mr. Schick advises both public and privately held companies as well as individual clients. He negotiates, prepares and reviews equity compensation and change of control plans/agreements, Rule 10b5-1 trading plans along with proxy statements, prospectuses, and other filings required by the 1933/1934 Securities Acts and the national stock exchanges. Mr. Schick also regularly represents senior level executives and companies in employment and separation agreement matters and management teams in change of control transactions and has co-authored a portfolio for The Bureau of National Affairs (BNA) titled, "Executive Employment Agreements."

Greg has developed numerous quantitative models to analyze, among other things, golden parachutes, personal aircraft use and other executive compensation arrangements. He has also developed automated tools for complying with the SEC's executive compensation disclosure rules.

Mr. Schick's experience also includes working in corporate business development where he participated in creating business plans, private placement offerings, deal structuring and in developing several high-tech international start-up initiatives.

EDUCATION

- J.D., University of California, Hastings College of the Law, 1995
- M.A., Business Economics, University of California, Santa Barbara
- B.A., Business Economics, University of California, Santa Barbara, *with honors*

ADMISSIONS

- California

HONORS

- Recipient, Arthur Andersen & Co. Prize in Taxation
- Top Ten Oral Advocate in the David E. Snodgrass Moot Court Competition

MEMBERSHIPS

- Member, State Bar of California (Business Law and Labor and Employment Law sections)
- Member, Bar Association of San Francisco
- Member, Omicron Delta Epsilon, The International Honor Society for Economics

ARTICLES

- The Regulatory March to Reform Executive Compensation Practices Takes Another Step Forward, *Mondaq*, October 11, 2010
- Overhauling Exec Comp, Corporate Governance Rules, *Law360*, January 7, 2010
- "Executive Employment Agreements," Corporate Practice Series Portfolio No. 88, published by *The Bureau of National Affairs, Inc. (BNA)*, March 2008
- "FASB 123(R) Exposure Draft," *BNA Tax Management Website, Insights & Commentary*, May 2004
- "Equity Compensation: Recent Economic and Regulatory Changes Alter Custom and Practice for the Acquisition and Disposition of Securities," published in the *Tax Management Compensation Planning Journal*, November 2001
- "Employment Agreements for New Economy Chief Executives," published in the *Los Angeles Lawyer*, October 2000

Executive Compensation Blog Articles

- "Spotlight on Pay For Performance Intensifies as ISS Releases New Evaluation Methodology for 2012 Proxy Season," January 23, 2012
- "Reminder to Prepare for Annual ISO/ESPP Reporting in January 2012," December 12, 2011
- "New Internal Revenue Code Section 162(m) Proposed Regulations Take Surprising Position on Restricted Stock Unit Grants," July 12, 2011
- "The First 100 Days of Say-On-Pay Mark Many More Failed Votes and the Advent of Say-On-Golden Parachutes", May 4, 2011
- "SEC Proposes New Rules Calling For Greater Independence Standards for Compensation Committees and Their Advisors", April 25, 2011
- "The Latest Results and Trends after Second Month of Say-on-Pay Voting", March 21, 2011
- "Say-On-Pay Blogs and Up-to-Date Voting Results", March, 2011
- "Trends Developing after First Month of Say-on-Pay Votes", February 22, 2011
- "A Rising Tide for Annual Say-on-Pay Votes", February 1, 2011
- "Some Interesting New Developments as SEC Adopts Final Say-on-Pay Rules", January 28, 2011
- "Companies Should Not Take Lightly the Need for Full Compliance with the SEC's Executive Compensation Disclosure Rules", January 20, 2011
- "Expanded Relief for Correcting 409A Document Failures under IRS Notice 2010-80", December 21, 2010
- "Time for Corporations to Get Ready to Issue Annual ISO/ESPP Information Statements and File New Information Returns with IRS; IRS Releases New Forms and Instructions", December 16, 2010

- "Time Running Out to Obtain Maximum Relief for Correcting 409A Document Failures under IRS Notice 2010-6", October 25, 2010
- "Time to Get Ready for Say-on-Pay as SEC Releases Proposed Rules", October 21, 2010
- "Proxy Season Heats Up as New Executive Compensation Rules are Effective and SEC Provides New Disclosure Guidance", March 8, 2010
- "Reminder For Corporations To Issue Annual ISO/ESPP Information Statements To Employees By January 31", January 11, 2010
- "SEC Provides Guidance on Effective Dates of Expanded Executive Compensation and Corporate Governance Rules", December 23, 2009
- "Just in Time for 2010 Proxy Season - SEC Adopts Significant Expansion of Executive Compensation and Corporate Governance Rules", December 18, 2009
- "IRS Issues New Final Regulations for Employee Stock Purchase Plans ("ESPP")", November 30, 2009
- "IRS Issues Final Regulations Regarding Annual ISO/ESPP Reporting Requirements", November 19, 2009
- "Federal Government Fires More Salvos At Executive Compensation", October 27, 2009
- "House Quickly Passes Legislation to Control Executive Compensation Practices", August 7, 2009
- "New Draft Legislation Continues the Assault on Executive Compensation", July 22, 2009
- "Changes in Store for 2010 Proxy Season as SEC Proposes Significant Expansion of Executive Compensation and Corporate Governance Rules and Treasury Releases Draft New Legislation", July 17, 2009
- "New TARP Executive Compensation Guidance and a Call for Further Reform in Executive Compensation Practices", June 18, 2009
- "Reminder For Corporations To Issue Annual ISO/ESPP Information Statements To Employees By January 31", January 26, 2009
- "Impact of the Emergency Economic Stabilization Act of 2008 on Executive Compensation Issues", October 21, 2008
- "Mandatory Stock Option Exercises - A Benefit for Both Employer and Executive?", September 29, 2008
- "The Long Arm of 409A", September 12, 2008
- "Proposed Regulations Revise Annual ISO/ESPP Reporting Requirements", July 23, 2008
- "Reminder: Act Now! 409A Transition Relief Set to Expire December 31, 2008", July 8, 2008
- "IRS Confirms Significant Change in the Landscape of 162(m) Performance-Based Compensation Arrangements", February 26, 2008
- "Significant Change in the Landscape of 162(m) Performance-Based Compensation Arrangements", February 14, 2008

SPEECHES

- Young Presidents' Organization (YPO)/World Presidents' Organization (WPO): Executive Compensation and Negotiating Executive Employment Agreements, November 2010
- Emerging Company Webinar: Stock Options and Other Equity Compensation Arrangements for Start-Up Companies, October 2011, January 2010

- Directors Roundtable: The Challenge of Executive Compensation Under the New SEC Rules, March 2006
- The New Challenges for Private Company Stock Options, November 2005