



→ Gregory C. Schick

Partner

Four Embarcadero Center
Seventeenth Floor
San Francisco, CA 94111

T: +1.415.774.2988

F: +1.415.403.6098

gschick@sheppardmullin.com

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

Areas of Practice

Gregory's practice focuses primarily in the executive compensation, tax and corporate securities laws, and corporate governance areas.

Gregory advises both publicly traded 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. This includes advising on tax laws, such as Internal Revenue Code Sections 162(m), 280G, 409A governing compensation deduction limitations, golden parachutes, and nonqualified deferred compensation, respectively, and on federal/state securities laws including reporting, disclosure and registration requirements. Gregory also counsels executive management and boards on executive compensation and benefits issues arising in the context of mergers, acquisitions, spin-offs, initial public offerings, and other significant corporate transactions. He has appeared as an expert witness in civil litigation.

Gregory regularly represents senior level executives and companies in employment and separation agreement matters and management teams in charge of control transactions. He writes and speaks extensively on executive compensation related issues and has authored a portfolio for The Bureau of National Affairs (BNA) titled, "Executive Employment Agreements."

Gregory has created and developed numerous quantitative models to analyze, among other things, golden parachutes, personal aircraft use and other executive compensation arrangements. His 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.

Honors

Recipient, Arthur Andersen & Co. Prize in Taxation

Top Ten Oral Advocate in the David E. Snodgrass Moot Court Competition

Articles

- "Executive Employment Agreements," Corporate Practice Series Portfolio No. 88-2nd, published by *Bloomberg Bureau of National Affairs, Inc. (BNA)*, November 2015
- "Emerging Growth Company IPO Filings Initially Embrace JOBS Act's Reduced Executive Compensation Disclosure Requirements," *VCExperts*, September 2012
- 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
- "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 Posts

- "The Seven Year Wait is Over! SEC Finalizes New Pay Versus Performance Disclosure Regulations," September 6, 2022

- "Reminder to Perform Annual ISO/ESPP Reporting in January 2022," January 14, 2022
- "Reminder to Perform Annual ISO/ESPP Reporting in January 2021," January 11, 2021
- "Reminder to Perform Annual ISO/ESPP Reporting in January 2020," January 10, 2020
- "Reminder to Perform Annual ISO/ESPP Reporting in January 2019," January 8, 2019
- "Reminder to Perform Annual ISO/ESPP Reporting in January 2018," January 12, 2018
- "The President Receives an Early Christmas Present: Congress Approves Landmark Tax Bill – What Will this Mean for Executive Compensation?" December 20, 2017
- "Congressional Republicans Reach a Deal on Tax Bill," December 14, 2017
- "Senate Stays Up Late to Approve Tax Bill," December 5, 2017
- "Startups Have Much To Be Thankful For – Senate Amendments to New Tax Bill Remove Deferred Compensation and Stock Options from Endangered Species List," November 16, 2017
- "Thanksgiving Tax Frenzy – New Tax Bill Proposes Executive Compensation Changes That Could Derail Deferred Compensation and Stock Options," November 14, 2017
- "At Last! Relaxation of Federal Securities Regulations for Private Company Stock Incentive Awards may be on the Horizon," September 25, 2017

- "Reminder to Perform Annual ISO/ESPP Reporting in January 2017," December 22, 2016
- "Reminder to Perform Annual ISO/ESPP Reporting in January 2016," January 7, 2016
- "Back To The Future – Should Stock Incentive Plans Impose Grant Limits on Non-Employee Director Awards?" May 20, 2015
- "Finally! SEC Proposes New Pay for Performance Disclosure Regulations," May 4, 2015
- "As 2015 Proxy Season Looms, Companies Should Consider Scrutinizing Stock Incentive Plans and Equity Grant Practices in Light of New ISS Equity-Based Compensation Plan Scorecard Policy," February 9, 2015
- "Reminder to Perform Annual ISO/ESPP Reporting in January 2015," January 5, 2015
- "Changes on Horizon for Equity Compensation Plans as ISS Issues New Draft Policy," October 21, 2014
- "Reminder to Perform Annual ISO/ESPP Reporting in January 2014," January 23, 2014
- "At Long Last: SEC Proposes New Rules to Compel Disclosure of CEO Pay as Ratio to Median Employee Pay," September 23, 2013
- "Changes in the Wind for Rule 10b5-1 Trading Plans?" January 16, 2013
- "Reminder to Perform Annual ISO/ESPP Reporting in January 2013," January 15, 2013
- "Public Companies Should Immediately Review Their Peer Groups Used in Executive Compensation Decisions Based on ISS's New Peer Group Selection Guidance and Notify ISS of Any Changes by December 21," December 18, 2012
- "Emerging Growth Company IPO Filings Initially Embrace JOBS Act's Reduced Executive Compensation Disclosure Requirements," July 2, 2012
- "SEC Adopts New Rules Calling For Greater Independence Standards For Compensation Committees And Their Advisers," June 25, 2012
- "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

Corporate & Securities Law Blog

- "Airing Out the Denny Crane Room': Recent SEC Action Emphasizes Need for Effective Disclosure Controls and Procedures for Executive Perquisites," August 21, 2018

Media Mentions

ZEAVION Holding's \$127.5 million acquisition of Gymboree Play & Music
Don't Miss It: Hot Deals & Firms We're Following This Week
Law360, 07.01.2016

Monster Beverage Corp.'s \$690 million acquisition of American Fruits and Flavors
Don't Miss It: Hot Deals & Firms We're Following This Week
Law360, 02.26.2016

Speaking Engagements

Emerging Growth Company Webinar: Stock Options and Other Equity Compensation Arrangements for Start-Up Companies, May 2014, October 2011, January 2010

Young Presidents' Organization (YPO)/World Presidents' Organization (WPO): Executive Compensation and Negotiating Executive Employment Agreements, November 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

Events

Third Thursday Emerging Company Webinar Series: Executive/Equity Compensation & Stock Options Webinar, 01.21.2021

Third Thursday Emerging Company Webinar Series
Executive Compensation and Stock Options
GlobalMeet Webinar, 08.15.2019

Executive Compensation and Stock Options
Third Thursday Emerging Company Webinar Series
via GlobalMeet, 10.18.2018

Executive Compensation and Stock Options
Third Thursday Emerging Company Webinar Series
via WebEx, 10.20.2016

Executive Compensation and Stock Options: Implementing a Stock Incentive Plan for Employees
Monthly Emerging Company Webinar Series
via WebEx, 10.21.2015

Executive Compensation and Stock Options: Implementing a Stock Incentive Plan for Employees
Third Thursday Emerging Company Webinar Series
via WebEx, 05.15.2014

Executive Compensation and Stock Options
Third Thursday Emerging Company Webinar
WebEx, 10.20.2011

Stock Options and Other Equity Compensation Arrangements for Start-Up Companies
Third Thursday Emerging Company Webinar
LiveMeeting, 01.21.2010

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

Podcasts & Webinars

Third Thursday Emerging Company Webinar Series: Executive/Equity Compensation & Stock Options
01.21.2021

Practices

Tax

Employee Benefits

Employee Benefits/ERISA

Executive Compensation

Corporate

ESG and Sustainability

Public Company Corporate Governance and Compliance

Industries

Education

Emerging Company & Venture Capital

ESG and Sustainability

Education

J.D., University of California, Hastings, 1995

M.A., Business Economics, University of California, Santa Barbara

B.A., Business Economics, University of California, Santa Barbara, *with honors*

Admissions

California

Additional Office

Silicon Valley