



## Scott Landau

Partner  
Co-Chair, Employee Benefits and Executive Compensation Practice

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Since 2012, Scott has been ranked in *The Legal 500 U.S.* for employee benefits and executive compensation. Clients interviewed have described him as “an excellent specialist in executive compensation” and said, “the brilliant Scott Landau has a superior command of issues and the current state of the market, as well as incredible negotiation skills.” Notably, Scott has handled the EBEC aspects of transactions in more than 50 countries around the world.

Scott focuses his practice on representing private equity clients and public companies in acquisitions, divestitures, and restructurings within the U.S. and cross-border. He has experience structuring LLC profit interests as management incentives; negotiating limited liability company, shareholder, and employment agreements; counseling compensation, pension, and savings plan committees; advising on issues relating to Internal Revenue Code Section 409A compliance for domestic and foreign plans; designing executive compensation and nonqualified plan agreements; and counseling with respect to corporate governance matters.

Scott served as in-house counsel at Bristol-Myers Squibb Company (BMS), where he led the domestic and international Employee Benefits and Compensation Legal Group. He also served as secretary and lead counsel to the BMS Pension and Savings Plan Committees.

# Key Matters

## Transactional

Scott has handled transactions in France, Germany, Israel, Italy, Netherlands, Poland, Singapore, Spain, Taiwan, Thailand, United Kingdom, United States, Argentina, Belgium, Brazil, Canada, Chile, China, Columbia, Denmark, Dominican Republic, Ecuador, Hong Kong, India, Indonesia, Ireland, Malaysia, Mexico, New Zealand, Norway, Peru, Philippines, Portugal, Puerto Rico, Russia, Sweden, Venezuela, Vietnam, Hungary, Czech Republic, Egypt, Estonia, Japan, Latvia, Lithuania, South Africa, South Korea, Switzerland, Turkey, and the United Arab Emirates.

- Advised Upstream Rehabilitation, third largest provider of outpatient physical therapy services, in its acquisition by Revelstoke Single Asset Fund I, L.P. to advance Upstream Rehabilitation's strategy of consolidating the physical therapy market.
- Handled all of the HR, employee benefit and compensation matters in BMS's US\$4.3B sale of its global diabetes business to AstraZeneca, involving over 3,800 employees in 45 countries.
- Advised Swedish-based industrial group, Atlas Copco AB with respect to executive compensation and employee benefit matters in connection with the \$1.6M acquisition of Edwards Group Limited.
- Handled all management issues for private equity sponsor, Cortec Group, in connection with the leveraged acquisition of Barcodes Inc.
- Handled all executive compensation and employee benefit matters in connection with private equity firm Atlas Holdings' acquisition of Shorewood Packaging Corporation and its international affiliates from International Paper Company. This acquisition was named "2012 Corporate/Strategic Acquisition of the Year" (US\$100- US\$200 million category) by M&A Advisor.
- Handled all U.S. and non U.S. management issues and HR matters in connection with over 10 strategic acquisitions ranging from US\$2M to over US\$100M million for a global consulting firm.
- Advised IMS Health, a portfolio company of TPG, on HR matters in connection with its acquisition of SDI Health and another six transactions between US\$5M and over US\$300M.
- Handled all management issues and HR matters on behalf of New York private equity firm The Wicks Group in its acquisition of Antenna Audio, Inc., Antenna Audio Limited and their subsidiaries from Discovery Communications.
- Handled all management issues and HR matters on behalf of New York private equity firm The Wicks Group in its acquisition of Bonded Services Group Limited from Berggruen Holdings Ltd. The transaction involved HR matters in over 5 countries.
- Handled all management and HR matters on behalf of The Wicks Group in connection with three add-on acquisitions for Bonded Services Group Limited and its subsidiaries located in the UK, Canada, Hong Kong, France, and the Netherlands, as well as the negotiation of seven employee agreements and five separation agreements.
- Advised BMS in connection with the separation of the Mead Johnson business from the pharma business and the partial IPO of Mead Johnson Nutrition Company on the NYSE. Handled all employee benefit, equity, employment, compensation, pension, and work council matters around the world. This transaction involved approximately 3,000 employees in 38 countries.
- Advised NorthgateArinso, a portfolio company of KKR and the world's leading HR software and services provider, in its \$100 million acquisition of the HR management division from Convergys.
- Advised BMS in the US\$4.1B divestiture of its ConvaTec business. This transaction involved overseeing employee benefit, compensation, and employment matters in over 40 countries
- Negotiated and drafted employee benefit representations, warranties, and covenants in the US\$400M asset purchase agreement of The DIRECTV Group, Inc., as well as a US\$360M venture formation agreement.

- Negotiated and drafted employee benefit and executive compensation representations, warranties, and covenants and transition service agreements for benefit and HR services in the US\$525M divestiture of the BMS Medical Imaging business to a private equity firm, the US\$660M divestiture of the BMS Consumer Medicines business to another pharmaceutical manufacturer; the acquisition of Adnexus Therapeutics, and the acquisition of a manufacturing plant in the Dominican Republic.
- Advised on the cash and assumptions of stock options and termination of employee stock ownership plan in the US\$224M merger agreement among a group of banks.
- Handled all employee benefit and executive compensation matters in the conversion of a federal savings bank to a national bank charter.
- Advised an American national food and beverage corporation on employment issues in connection with outsourcing projects for its Global Data Center Transformative initiative.
- Advised a top investment banking firm on executive compensation, employee benefits, and employment matters in connection with a global IT outsourcing transaction with IBM.

### **Executive Compensation and Employment Matters**

- Advised on executive compensation and nonqualified plan matters related to the termination of a chief executive officer and general counsel. Designed and drafted senior executive severance plans, U.S./Puerto Rico and international change in control plans, and senior executive separation agreements.
- Advised companies on European and local employment laws including transfer of employees under the Acquired Rights Directive (ARD) and Transfer of Undertakings (Protection of Employment) Regulations, work council consultations, social plans, severance/termination indemnities, notice periods, and restrictions on transferring employees between two entities within a controlled group.
- Negotiated and drafted over 200 employment agreements.
- Advised companies on SEC and NYSE reporting and disclosure requirements, Sarbanes-Oxley, IRC Section 162(m), IRC Section 280G, employment and change-in-control agreements, senior executive severance agreements, IRC Section 409A and stock plans.
- Prepared a performance share plan based on a multi-year performance targets in compliance with the exception for performance-based companies to the limitation on deducting compensation in excess of \$US1M for top-executives of a publicly traded company.

### **Examples of Day-to-Day Qualified & Non-Qualified Plan Work**

- Advised and counseled company regarding the Pension Protection Act of 2006, its international pension and welfare plans, and fiduciary duties. Ensured that benefit and compensation plans and programs comply with the Internal Revenue Code, ERISA, and company's corporate governance rules.
- Developed and conducted company's ERISA fiduciary training program and provided an overview of actuarial valuation process to CFO, treasurer, general counsel, senior vice president, and HR.
- Drafted company's pension and savings plans' investment guidelines and implemented an ERISA class action settlement.
- Negotiated investment management agreements on behalf of company's pension and savings plan committees.
- Advised on issues relating to federal tax reporting and withholding requirements for Puerto Rico dual qualified plans. Revised Puerto Rico severance plan to ensure compliance with Puerto Rico Act 80.
- Oversaw termination of pension plans outside of the U.S. and distributions of assets.
- Advised companies on issues relating to eligibility, participation and funding requirements, form and manner of benefit distributions, plan administration, ERISA reporting and disclosure requirements, claims procedures, vesting, fiduciary duties, ADP/ACP testing, qualified separate lines of business, vesting, qualified preretirement and joint and survivor annuities, minimum required distributions, QDROs and COBRA.

## Recent Experience

Winston Represented Whitsons Culinary Group in its Acquisition of Fresh Picks Café

Global Hydrogen Energy Completes Business Combination with Dune Acquisition Corporation

Frontenac Acquisition of Integrated Openings Solutions

Crowe LLP's Carveout Sale of its Health Care Consulting Business

CFS Brands acquisition of Foodware

Winston Represented OneOutdoor Holdings in the Sale of Benchmark Landscaping and Georgia Scapes to United Land Services

Roadzen, Inc. Closes Business Combination with Vahanna Tech Edge Acquisition I Corp.

Revelstoke Capital Partners Strategic Minority Investment From Bonaccord Capital Partners

Stout Acquisition of Torrey Partners

Winston Represented Upstream Rehabilitation in the Sale of Therapy Direct to Enlyte

## Recognitions

Scott was recognized by *The Legal 500 U.S.* as a "Leading Lawyer" (2021–2023) and named "Leading Corporate Employment Lawyer" by *Lawdragon* (2022–2023). He has been ranked in *Chambers USA* for 2022 and 2023 with clients quoted saying, "Scott is terrific, a fabulous executive compensation lawyer. He knows the market and is very bright." He has been recognized by *The Legal 500 U.S.* in employee benefits and executive compensation since 2012 and was also recognized in data protection and privacy in 2013 and 2016. In addition, Scott is a recipient of the 2012 Legal Writing Award from the Burton Awards for Legal Achievement for "Maintaining Employee Privacy Across Jurisdictions."

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## Credentials

### EDUCATION

Scott received his A.B., with honors, in Psychology and a minor in Business from Washington University in 1992 and he received his J.D. from Brooklyn Law School in 1995.

### ADMISSIONS

- New York

## Related Insights & News

- Co-Presenter, "Dodd-Frank Executive Compensation Update—Rounding the Final Turn?," Winston & Strawn eLunch Briefing.
- Co-Presenter, "Changing World of Deferred Compensation," IPEBLA Annual International Brussels Conference, May 19, 2015.

- Co-Presenter, “Employment Law Issues for In-House and Corporate Counsel,” NYU Labor & Employment Law Seminar, June 4, 2014.
- “Compensation and Benefit Considerations in Cross-Border Outsourcing Agreements,” Global Benefits & Compensation Roundtable, November 1, 2013.

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## RECOGNITIONS

Winston & Strawn Partners Recognized in 2024 *Lawdragon* 500 Leading U.S. Corporate Employment Lawyers  
SEPTEMBER 22, 2023

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## CLIENT ALERT

Navigating A Potential Ban on Non-Competition Agreements in New York  
JULY 6, 2023

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## RECOGNITIONS

Winston & Strawn Recognized in *The Legal 500 U.S.* 2023  
JUNE 7, 2023

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## RECOGNITIONS

Winston & Strawn Recognized in *Chambers USA* 2023  
JUNE 6, 2023

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## BLOG

Employee Considerations in Corporate Restructurings  
JANUARY 27, 2023

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## BLOG

SEC Adopts Final Rules on Rule 10b5-1 Trading Plans and Related Company Disclosure Obligations  
JANUARY 5, 2023

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## BLOG

SEC Adopts Final Compensation Clawback Rules; Companies Should Begin Preparing for New Requirements  
NOVEMBER 7, 2022

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## BLOG

SEC Finalizes Pay Versus Performance Rules; Companies Should Begin Preparing Now for New Disclosure Requirements in Upcoming Proxies  
SEPTEMBER 7, 2022

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## RECOGNITIONS

Winston & Strawn Partners Recognized in 2022 *Lawdragon* 500 Leading U.S. Corporate Employment Lawyers

AUGUST 17, 2022

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## RECOGNITIONS

Winston & Strawn Recognized in *The Legal 500 U.S. 2022*

JUNE 8, 2022

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## RECOGNITIONS

Winston & Strawn Recognized in *Chambers USA 2022*

JUNE 3, 2022

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## RECOGNITIONS

Winston Partners Recognized in 2021 *Lawdragon 500 Leading U.S. Corporate Employment Lawyers*

NOVEMBER 11, 2021

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# Capabilities

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Labor & Employment

Employee Benefits & Executive Compensation

Corporate Governance

ERISA Litigation

Executive Compensation Plans & Agreements

Mergers & Acquisitions

Private Investment Funds

Private Equity

Qualified Retirement Plans

Trade Secrets, Non Competes & Restrictive Covenants

Restructuring & Insolvency

Public Companies

Automotive & Mobility

Financial Services

Health Care

Medical Devices

Cryptocurrencies, Digital Assets & Blockchain Technology