



## Joseph S. Adams

Partner

Co-Chair, Employee Benefits and Executive Compensation Practice

Chicago

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Serving as co-chair of the firm's Employee Benefits and Executive Compensation Practice, Joe focuses his practice exclusively on employee benefits and executive compensation and has represented some of the largest companies in the world and many prominent "C-suite" executives with respect to such matters. Clients describe him as "efficient and easy to work with," "an incredibly skilled employee benefits attorney," and "able to help with judgment calls on ambiguous matters." (*Chambers USA* 2023)

Joe advises companies, service providers, and individuals regarding executive compensation and employee benefits programs, including the following areas:

- Advises on the design, drafting, and ongoing operation of 401(k) and profit sharing plans, employee stock ownership plans (ESOPs), cash balance, and other defined benefit pension plans
- Addresses issues such as how to best demonstrate compliance with the comprehensive fiduciary duty requirements of the Employee Retirement Income Security Act (ERISA), how to successfully resolve comprehensive Department of Labor (DOL) and Internal Revenue Service (IRS) audits, and how to address complex participant claims for benefits

- Drafts short-term and long-term incentive compensation arrangements such as bonus plans, “omnibus” long-term incentive plans (LTIPs), stock options and stock appreciation rights (SARs) agreements, restricted stock and restricted stock unit (RSU) agreements, and other phantom and actual equity arrangements
- Designs nonqualified retirement plans such as deferred compensation plans, top hat plans, and supplemental executive retirement plans (SERPs), and ensures compliance with Internal Revenue Code Section 409A (regarding nonqualified deferred compensation)
- Represents employers, executives, and compensation committees with respect to employment agreements and separation agreements
- Advises on the impact of mergers, acquisitions, divestitures, and spin-offs on employee benefit plans, executive compensation arrangements, and individual executive employment agreements
- Analyzes the need for executive compensation programs and employee benefit plans to comply with Securities and Exchange Commission (SEC) requirements (proxy rules, 8-Ks, S-8s, 11-Ks, etc.), IRS rules (including Code Section 162(m), 280G and 409A), Sarbanes-Oxley, Dodd-Frank, and other corporate governance standards, and listing exchange (NYSE or NASDAQ) requirements
- Advises clients on navigating and addressing cybersecurity risks that may impact executive compensation and employee benefits programs, particularly how the Employee Retirement Income Security Act has impacted cybersecurity obligations for plan fiduciaries and sponsors, and advises on how these entities may potentially mitigate these issues through administrative and technical frameworks

## Key Matters

- Assisted large public company in obtaining ground-breaking IRS ruling regarding retirement contributions for employees struggling with student loan debt.
- Advised several large public companies on the employee benefits and executive compensation aspects of a spin-off of a portion of their assets into separate public companies.
- Advised large service provider on the application of the DOL fiduciary proposal to certain products.
- Advised numerous clients on similar aspects of mergers, acquisitions, and other business combinations.
- Helped companies with defined benefit pension plans successfully implement complex initiatives such as the contribution of non-cash assets to their plans and pension “de-risking” programs.
- Advised large sponsor of consolidated recordkeeping system on all aspects of DOL and IRS compliance.

## Recent Experience

ClearCompany Sale to Gemspring Capital Management

SunCap Acquisition of Adventure Forest, LLC

LAACO, Ltd.’s Sale to CubeSmart

Citadel Defense Co.’s Acquisition by BlueHalo

# Recognitions

- *Chambers USA*—Ranked for Employee Benefits & Executive Compensation (2008-2024)
  - *The Legal 500 US*—
    - Recognized in the area of Labor & Employment: Employee Benefits, Executive Compensation and Retirement Plans: Design (2020–2021 and 2023–2024)
    - Recognized in the area of Labor & Employment: Employee Benefits, Executive Compensation and Retirement Plans: Transactional (2023–2024)
  - *The Best Lawyers in America*® —
    - “Lawyer of the Year” for Employee Benefits (ERISA) Law (2013, 2018, 2020)
    - Recognized for Employee Benefits (ERISA) Law (2010–2025)
  - *Leading Lawyers*—“Leading Employee Benefits Lawyer” (2019, 2022)
  - The American College of Employee Benefits Counsel (ACEBC): Fellow
  - American College of Employee Benefits Counsel: Fellow
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# Activities

- Camp Kesem – Chicago Board of Directors
  - Winnetka Community House - Board of Governors
  - Former Trustee – Village of Winnetka
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# Credentials

## EDUCATION

Joe received his B.A. in Economics, with honors, from the University of Chicago, and he received his J.D., *cum laude*, from Cornell Law School where he served as an editor for the *Cornell Law Review*.

## ADMISSIONS

- Illinois

# Related Insights & News

Joe has written for leading employee benefits and executive compensation publications such as the *Pension Plan Fix-It Handbook*, *Guide to Assigning and Loaning Benefit Plan Money*, *Executive Compensation Strategies*, *Beyond Stock Options/Equity Alternatives*, and *Domestic Partner Benefits: An Employer’s Guide*. Joe also has contributed to national publications such as *The New York Times*, *The Wall Street Journal*, *Forbes*, *Business Week*, *The Chicago Tribune*, *Bloomberg*, *Kiplinger*, *CFO.com*, and *Investment News*.

Joe’s publications and speaking engagements also include:

- Co-Author, ["The Impact on Equity Compensation Tax Withholding of the SEC's New T+1 Settlement Cycle,"](#) *Insights: The Corporate & Securities Law Advisor*, Volume 38, Number 8, August 2024.
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## **BLOG**

Unanimous Supreme Court Decision Makes It Easier for Prohibited Transaction Claims to Survive a Motion to Dismiss

APRIL 28, 2025

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## **BLOG**

Litigation Trends: Responding to the Uptick in Claims Challenging the Use of Retirement Plan Forfeitures

MARCH 13, 2025

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## **IN THE MEDIA**

Joe Adams Discusses Topics for Executive Compensation Lawyers to Watch in 2025 with Law360

JANUARY 24, 2025

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## **BLOG**

FTC Asks Appeals Courts to Revive Ban on Worker Non-Compete Agreements after Nationwide Block

NOVEMBER 8, 2024

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## **BLOG**

Retirement Plan Contribution Limits Announced for 2025

NOVEMBER 4, 2024

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## **BLOG**

Supreme Court to Decide Pleading Standard in Prohibited-Transaction Litigation

OCTOBER 25, 2024

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## **SPONSORSHIP**

Winston & Strawn Sponsors ACC Chicago Chapter's Annual Summit

SEPTEMBER 18, 2024

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## **BLOG**

Initial Executive Compensation Takeaways from the ISS Annual Global Benchmark Policy Survey

SEPTEMBER 6, 2024

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## **BLOG**

Reminder: Glass Lewis Annual Policy Survey Closes Friday, August 30th

AUGUST 29, 2024

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## **RECOGNITIONS**

**BLOG**

Large Accelerated Filers Must Tag Fee Exhibits in XBRL Starting July 31, 2024  
JULY 2, 2024

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**RECOGNITIONS**

Winston & Strawn Recognized in *The Legal 500 U.S.* 2024  
JUNE 12, 2024

# Capabilities

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Labor & Employment	Employee Benefits & Executive Compensation		
Executive Compensation Plans & Agreements	Qualified Retirement Plans		
Restructuring & Insolvency	Corporate Governance	Mergers & Acquisitions	
Public Companies	Health Care	Financial Services	Life Sciences