



Marissa Sims

Associate

Chicago

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Marissa advises clients of all sizes, both in the public and private sector, on a broad array of employee benefit and executive compensation matters.

Marissa serves as executive compensation counsel to late-stage private, newly public and mature public companies, playing an active role in advising their boards of directors, compensation committees and senior executives. She regularly partners with clients and their advisors in designing, negotiating, implementing and maintaining compensation plans and arrangements. Her expertise includes equity, annual and long-term incentive plans, employee stock purchase plans (domestic and global), nonqualified deferred compensation plans, director compensation plans, severance plans and arrangements, fringe benefit arrangements and employment, consulting, restrictive covenant, retention and change in control agreements.

Marissa is knowledgeable on best practices, market trends, proxy advisory firm recommendations and the ever-changing tax and securities regulatory landscape. She has extensive experience advising clients with executive compensation disclosure matters, including in connection with initial public offerings, proxy and periodic reporting obligations, Section 16 and transaction-related filings. Marissa also advises clients in connection with all employee benefits and executive compensation-related aspects of complex corporate transactions, including all phases of public and private company mergers and acquisitions.

Recent Experience

Inno Holdings Inc. Closes \$10M Initial Public Offering

VineBrook Homes Trust Closes Internalization of Manager

Picard Medical and its Subsidiary, SynCardia Systems, Announce Business Combination with Altitude Acquisition Corp.

Atlis Motor Vehicles, Inc. Announces Pricing of Follow-on Public Offering

Benson Hill Announces Business Combination with Star Peak Corp. II

PEAG, LLC dba JLab Sale Transaction

R1's Acquisition of VisitPay

CFS Brands, LLC's Acquisition of AyrKing Corp.

Acquisition of Jernigan Capital, Inc. by an Affiliate of NexPoint Advisors, L.P.

NETSTREIT Corp.'s US\$225M IPO

Recognitions

Marissa was recognized by *Best Lawyers: Ones to Watch® in America* in the areas of Labor and Employment Law- Employee (2022–2025) and Corporate Law (2024–2025).

Activities

Prior to joining Winston, Marissa completed the Public Interest Law Initiative Fellowship with the Community Economic Development Program of Legal Services of Eastern Missouri, providing transactional legal services to small businesses and nonprofit organizations. Before law school, she taught middle school Social Studies as a Teach For America corps member in St. Louis from 2010-2013.

Credentials

EDUCATION

Marissa received her B.A., *summa cum laude*, in Political Science from Miami University in 2010, and she received her Master's degree in Education from the University of Missouri – St. Louis in 2012. She received her J.D., *summa cum laude*, from Washington University School of Law in 2016 where she served as articles editor for the *Washington University Law Review*. While in law school, Marissa participated in the Juvenile Law and Justice Clinic where she represented juveniles in delinquency hearings and adults convicted as juveniles in habeas corpus appeals. Marissa was also part of a consulting team for a local start-up that created a strategy to increase early-stage investment in the St. Louis region.

ADMISSIONS

- Illinois

Related Insights & News

Marissa's publications and speaking engagements include:

- "Initial Executive Compensation Takeaways from the ISS Annual Global Benchmark Policy Survey," Winston Capital Markets & Securities Law Watch, September 6, 2024
- "Reminder: Glass Lewis Annual Policy Survey Closes Friday, August 30th," Winston Capital Markets & Securities Law Watch, August 29, 2024
- 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
- "Large Accelerated Filers Must Tag Fee Exhibits in XBRL Starting July 31, 2024," Winston Capital Markets & Securities Law Watch, July 2, 2024
- "The Impact on Equity Compensation Tax Withholding of the SEC's New T+1 Settlement Cycle," Winston Capital Markets & Securities Law Watch, May 29, 2024
- "IRS Soars to New Heights on Audits of the Company Jet," Winston Benefits Blast, March 15, 2024
- "Navigating the Application of a Clawback Policy to Restatements and Recovery Periods Before October 2, 2023," Winston Capital Markets & Securities Law Watch, February 29, 2024
- "SEC Adopts Final Rules on Rule 10b5-1 Trading Plans and Related Company Disclosure Obligations," Winston Capital Markets & Securities Law Watch, January 5, 2023
- "SEC Adopts Final Compensation Clawback Rules; Companies Should Begin Preparing for New Requirements," Winston Capital Markets & Securities Law Watch, November 7, 2022
- "SEC Finalizes Pay Versus Performance Rules; Companies Should Begin Preparing for New Requirements," Winston Benefits Blast, September 7, 2022
- "2022 Proxy Season: A Look Ahead to Executive Compensation Issues and Considerations," Winston Benefits Blast, October 26, 2021
- "CAA Benefits Alert: Limited Relief in the Consolidated Appropriations Act, 2021 from Partial Plan Termination Vesting," Winston Benefits Blast, January 13, 2021
- "IRS Releases Clarifying FAQs on CARES Act Retirement Plan Relief," Winston Benefits Blast, May 22, 2020

WEBINAR

2025 Compliance Countdown: Critical Steps for Annual Reports and Proxy Disclosures

NOVEMBER 21, 2024

BLOG

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

NOVEMBER 8, 2024

BLOG

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

SEPTEMBER 6, 2024

BLOG

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

AUGUST 29, 2024

RECOGNITIONS

Winston Attorneys Recognized in *Best Lawyers: Ones to Watch® in America 2025*

AUGUST 15, 2024

BLOG

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

JULY 2, 2024

BLOG

The Impact on Equity Compensation Tax Withholding of the SEC's New T+1 Settlement Cycle

MAY 29, 2024

BLOG

IRS Soars to New Heights on Audits of the Company Jet

MARCH 15, 2024

BLOG

Navigating the Application of a Clawback Policy to Restatements and Recovery Periods Before October 2, 2023

FEBRUARY 29, 2024

RECOGNITIONS

Winston Attorneys Recognized in *Best Lawyers: Ones to Watch® in America 2024*

AUGUST 17, 2023

BLOG

Winston's Fourth Class of Protégés Graduates from D&I Associate Sponsorship Program

MAY 25, 2023

BLOG

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

JANUARY 5, 2023

Capabilities

Employee Benefits & Executive Compensation

Executive Compensation Plans & Agreements

Qualified Retirement Plans

Labor & Employment

Public Companies