

## David M. Kaplan

Partner

Philadelphia

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David is a trusted advisor on executive compensation matters, including related tax, SEC disclosure, and corporate governance issues.

### OVERVIEW

David typically represents corporations, the compensation committees of their boards of directors, and financial investors. In select instances, he represents management groups and individual senior executives. David's wide-ranging practice includes the design, negotiation, and documentation of stock-based compensation arrangements; deferred compensation arrangements; and senior executive employment, change-in-control; and separation agreements. He also focuses on public company executive compensation disclosures, required and best practices regarding the grant of stock-based compensation, the design and operation of ERISA plans, and benefits and compensation aspects of corporate transactions.

### AWARDS

- *Chambers USA: America's Leading Lawyers for Business* (2016-2025)
- *Best Lawyers in America®*: "Lawyer of the Year" in Employee Benefits (ERISA) Law (2023)
- *Best Lawyers in America®*: Employee Benefits (ERISA) Law (2010-2026)
- *Legal 500 United States*: Labor and Employment: Employee Benefits, Executive Compensation and Retirement Plans: Design (2025)

### TOP AREAS OF FOCUS

- Corporate Governance
- Employee Benefit Guidance on Workforce Transitions
- Employee Benefits + Executive Compensation
- Executive + Equity-Based Compensation
- Tax-Qualified Retirement Plans

### ALL AREAS OF FOCUS

- [Capital Markets](#)
- [Corporate Governance](#)
- [Distressed Mergers + Acquisitions](#)
- [Employee Benefit Guidance on Workforce Transitions](#)
- [Employee Benefits + Executive Compensation](#)
- [Executive + Equity-Based Compensation](#)
- [Health Care + Life Sciences](#)
- [Mergers + Acquisitions](#)
- [Private Equity](#)
- [Real Estate Capital Markets \(REITs\)](#)
- [Tax](#)
- [Tax-Qualified Retirement Plans](#)

## **PROFESSIONAL/COMMUNITY INVOLVEMENT**

- Member – Teach PA Commission, a project of the Orthodox Union
- Member of the Endowment Committee, Caskey Torah Academy of Greater Philadelphia
- Member of the Board of Directors, Foundation for Jewish Day Schools; FJDS provides financial support for need-based scholarships for Jewish Day School students in the Philadelphia area through the Pennsylvania state Educational Improvement Tax Credit (EITC) and Opportunity Scholarship Tax Credit (OSTC) programs

## **EDUCATION AND CERTIFICATIONS**

### **EDUCATION**

- The George Washington University Law School, J.D., 1994
- University of Pennsylvania The Wharton School, B.S., 1991, economics

### **BAR ADMISSIONS**

- Pennsylvania

## **SPEAKING ENGAGEMENTS**

- Speaker, “[Equity Award Approvals: From Governance to Disclosure](#),” NASPP September Meeting, August 29, 2025.

## **PUBLICATIONS**

- Co-author, “[An Early Look at New Proxy Disclosures Regarding Stock Option Grant Timing](#),” *Troutman Pepper Locke*, February 6, 2025 and *INSIGHTS: The Corporate & Securities Law Advisor*, April 2025.
- Co-author, “The Impact of Dodd-Frank Clawback Policies on NQDC Plans,” *The Corporate Governance Advisor*, September/October 2024 (reprinted from *Troutman Pepper*).
- Co-author, “[The Impact of Dodd-Frank Clawback Policies on NQDC Plans](#),” *Troutman Pepper*, June 24, 2024.
- Co-author, “[Delaware Further Updates its Framework for Equity Award Delegations](#),” *Troutman Pepper*, September 19, 2023.

- Co-author, "[Clawback Policies Required by December 1,](#)" *Troutman Pepper*, June 12, 2023.
- Co-author, "[SEC Updates Clawback Rule Timing,](#)" *Troutman Pepper*, May 3, 2023.
- Co-author, "[An Updated Framework for Delegating Equity Grant-Making Authority in a Delaware Public Company,](#)" *Troutman Pepper*, August 10, 2022.
- Co-author, "[COVID-19 Executive Compensation Q&As: Focus on Incentive Plans and Nonqualified Deferred Compensation,](#)" *Lexis Practice Advisor*, April 13, 2020.

## **MEDIA COMMENTARY**

- Mentioned, "[TowneBank Acquires Old Point in \\$203M Deal,](#)" *Law360*, April 3, 2025.