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. His 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*: Employee Benefits & Executive Compensation, Pennsylvania (2016-2026)
- *Best Lawyers in America*®: “Lawyer of the Year” in Employee Benefits (ERISA) Law (2023)
- *Best Lawyers in America*®: Employee Benefits (ERISA) Law (2010-2027)
- *Legal 500 United States*: Labor and Employment: Employee Benefits, Executive Compensation and Retirement Plans: Design (2025-2026)

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

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- 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 Investment Trusts (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," CompensationStandards.com, December 3, 2025.
- Speaker, "Equity Award Approvals: From Governance to Disclosure," NASPP September Meeting, August 29, 2025.

PUBLICATIONS

- Co-author, "SEC Proposes Long-Anticipated, Sweeping Overhaul of Executive Compensation Disclosure Rules," *Troutman Pepper Locke*, November 18, 2026.
- Co-author, "Proposed SEC Rules Would Lighten Executive Compensation Disclosure Load for Many Public Companies," *Troutman Pepper Locke*, June 5, 2026.
- 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

- Cited, *Benefits Digest*, November 19, 2026.
- Mentioned, “TowneBank Acquires Old Point in $203M Deal,” *Law360*, April 3, 2025.