Sheri P. Adler

Partner

Philadelphia

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Sheri is a trusted advisor to companies on all aspects of executive compensation. As a go-to resource throughout all stages of a company's life cycle, clients appreciate her forward-thinking, practical advice and ability to navigate evolving and complex issues.

OVERVIEW

Sheri advises boards, compensation committees, and companies on executive and director compensation matters. She designs and documents equity incentives, cash bonus arrangements, employee stock purchase plans, and deferred compensation plans. Sheri also negotiates individual contractual arrangements with C-suite executives, including employment, retention, change in control, severance, and separation agreements.

Sheri is particularly experienced in working with public companies, guiding her clients at the intersection of complex securities, disclosure, tax, and governance frameworks. She provides extensive support to public companies each year in connection with their proxy statements for annual shareholder meetings, and helps them navigate a constantly evolving disclosure landscape.

Additionally, Sheri supports clients on the employee benefits and compensation aspects of their key transactions, including mergers and acquisitions, financing events, spinoffs, divestitures, and initial public offerings. She negotiates transaction agreements, counsels on 280G golden parachute issues, prepares compensation-related disclosure documents, and implements post-closing executive compensation arrangements.

Sheri plays an active role within the firm, where she is known for her consensus-building and solution-oriented approach. She serves in a leadership role within her practice group, focusing on innovative ways to contribute to associates' professional development through hands-on training programs, mentorships, and client-facing practice opportunities. Sheri also serves as a co-founder of the Executive Compensation and Securities Subgroup, an internal group that fosters cross-collaboration between intersecting practice groups within the firm. Sheri is an alumna of the firm's Client Development and Executive Leadership Program, a multi-month intensive training initiative for select partners that focuses on enhancing client relationships, expanding business opportunities, and leading effective teams.

Sheri serves as the president of the Philadelphia Chapter of the National Association of Stock Plan Professionals (NASPP). She also frequently writes and speaks on executive compensation topics, and has spoken at programs hosted by CompensationStandards.com, TheCorporateCounsel.net, Practising Law Institute (PLI), Society for Corporate Governance (Middle Atlantic Chapter), Tax Executives Institute, and NASPP (Philadelphia Chapter).

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AWARDS

- *Legal 500 United States:* Labor and Employment: Employee Benefits, Executive Compensation and Retirement Plans: Design (2025-2026)
- *Chambers USA:* Employee Benefits & Executive Compensation, Pennsylvania (2023-2026)
- *Best Lawyers in America®: Ones to Watch*: Employee Benefits (ERISA) Law (2023-2025)

TOP AREAS OF FOCUS

- Employee Benefits + Executive Compensation
- Executive + Equity-Based Compensation

ALL AREAS OF FOCUS

- Capital Markets
- Corporate
- Corporate Governance
- Employee Benefits + Executive Compensation
- Executive + Equity-Based Compensation
- Financial Services
- Mergers + Acquisitions
- Tax

PROFESSIONAL/COMMUNITY INVOLVEMENT

- Co-founder, Executive Compensation + Securities Subgroup
- Professional development partner, Employee Benefits and Executive Compensation
- President, Philadelphia Chapter of the National Association of Stock Plan Professionals
- Participant, Client Development and Executive Leadership Program, 2024-2025
- Member, Women's Leadership Steering Committee, 2023
- Co-president, Kohelet Yeshiva Parent Teacher Student Organization, 2021-2022

EDUCATION AND CERTIFICATIONS

EDUCATION

- Yeshiva University Benjamin N. Cardozo School of Law, J.D., *summa cum laude*, 2013, editor-in-chief, *Cardozo Law Review*, Order of the Coif
- Barnard College, Columbia University, B.A., *magna cum laude*, 2007, history

BAR ADMISSIONS

- New Jersey
- New York
- Pennsylvania

SPEAKING ENGAGEMENTS

- Speaker, "Planning for 2027 10-Ks and Proxy Statements," Society for Corporate Governance Middle Atlantic Chapter 2026 Fall Conference, November 10, 2026.
- Speaker, "Your Compensation Disclosures: New & Improved (We Hope)!" 2026 Proxy Disclosure and 23rd Annual Executive Compensation (PDEC) Conferences, October 13, 2026.
- Speaker, "'$409A,000 Pyramid'—Lightning Round: A Game Show," Cool Compensation Considerations for the Private Company 2026: Pay, Performance, and Perspectives, April 30, 2026.
- Speaker, "Equity Award Approvals: From Governance to Disclosure," CompensationStandards.com, December 3, 2025.
- Speaker, "The Year of the Clawback," 2025 Proxy Disclosure and 22nd Annual Executive Compensation (PDEC) Conferences, October 22, 2025.
- Speaker, "Equity Award Approvals: From Governance to Disclosure," NASPP September Meeting, September 29, 2025.
- Speaker, "'$409A,000 Pyramid': A Game Show," PLI Cool Compensation Considerations for the Private Company 2025: Pay, Performance, and Perspectives Conference, May 1, 2025.
- Speaker, "Empower Exchange: Unlock the Power of Equity and Nonqualified Deferred Compensation Programs ," April 23, 2025.
- Speaker, "Understanding the SEC's Whistleblower Program: Protections, Enforcement, and Drafting Compliant Agreements," mylawCLE, March 13, 2025.
- Speaker, "Confidentially Speaking: Navigating Whistleblower Protections," Society for Corporate Governance Middle Atlantic Chapter 2024 Fall Conference, December 3, 2024.
- Speaker, "Recent Developments in Private Company Compensation: SEC Rules You Need to Care About," PLI Cool Compensation Considerations for the Private Company 2024: Pay, Performance, and Perspectives Conference, May 2, 2024.
- Speaker, "T+1 and Counting," National Association of Stock Plan Professionals Philadelphia Chapter Meeting, April 16, 2024.
- Speaker, "Strafford Webinar: SEC Rule 21F-17 Protecting Employee Whistleblowers: Increased Enforcement Targeting Public and Private Employers," Strafford Webinar, February 14, 2024.
- Speaker, "Drafting Tips for Employee Agreements In the Wake of Increasing SEC Scrutiny of Whistleblower Compliance," Troutman Pepper Webinar, November 16, 2023.
- Panelist, "New Clawback Policies and Other Items on the Comp Committee's Agenda," Society for Corporate Governance Middle Atlantic Chapter 2023 Fall Conference, November 8, 2023.
- Speaker, "Employee Compensation and Benefits," Tax Executives Institute 2023 Annual Conference, October 25, 2023.
- Speaker, "Clawback Policies – What to Do Now," Troutman Pepper, May 30, 2023.
- Speaker, "Acqui-Hiring a Taste for Employee-Based Corporate Acquisitions," PLI Cool Compensation Considerations for the Private Company 2023: Pay, Performance, and Perspectives Conference, April 27, 2023.
- Speaker, Troutman Pepper's 2022 Public Company Seminar, December 8, 2022.
- Presenter, "Hot Topics in Executive Compensation," Troutman Pepper Annual Public Company Seminar, December 9, 2021.
- Speaker, "Employee Benefit Considerations in the COVID-19 Era – What You Need to Know for 2021," Troutman Pepper, October 13, 2020.

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, "SEC Conducts Roundtable on Executive Compensation Disclosure Practices," *Troutman Pepper Locke*, July 7, 2025.
- Co-author, "Executive Compensation Disclosures Are Back on the (Round)table at the SEC," *Troutman Pepper Locke*, June 12, 2025.
- Co-author, "An Early Look at New Proxy Disclosures Regarding Stock Option Grant Timing," *INSIGHTS: The Corporate & Securities Law Advisor*, April 2025 (reprinted from *Troutman Pepper Locke*).
- Co-author, "An Early Look at New Proxy Disclosures Regarding Stock Option Grant Timing," *Troutman Pepper Locke*, February 6, 2025.
- Co-author, "Prioritize Document Review for SEC Whistleblower Rule Compliance," *Troutman Pepper*, September 23, 2024.
- 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.
- Podcast, "Revisiting Financial Institution Incentive Compensation Rules Under Dodd-Frank," *The Consumer Financial Podcast*, June 20, 2024.
- Co-author, "A Closer Look at Feds' Proposed Banker Compensation Rule," *Law360*, June 6, 2024.
- Podcast, "Imminent Shift: Preparing for the T+1 Settlement Impact on Equity-Based Compensation," *The Consumer Finance Podcast*, May 23, 2024.
- Co-author, "Several Regulators Re-Propose Rules to Curb Incentive Compensation at Financial Institutions," *Troutman Pepper*, May 13, 2024.
- Podcast, "T+1 Settlement & Equity Award Tax Withholding," Compensation Standards' *The Pay & Proxy Podcast*, April 29, 2024.
- Podcast, "Navigating the SEC's Whistleblower Enforcement Wave: A Guide for Financial Institutions," *The Consumer Finance Podcast*, March 7, 2024.
- Podcast, "Navigating Employment and Separation Agreements: Lessons From Al Pacino's *Serpico*," *Hiring to Firing Podcast*, February 20, 2024.
- Podcast, "10 Tips for Whistleblower-Compliant Agreements," TheCorporateCounsel.Net's *Timely Takes Podcast*, January 12, 2024.
- Podcast, "Equity Award Delegations for Publicly Traded Companies," *The Consumer Finance Podcast*, January 11, 2024.
- Co-author, "Top 10 Tips for Drafting Whistleblower Compliant Arrangements," *Troutman Pepper*, November 29, 2023.
- Podcast, "Equity Award Delegations in Delaware," Compensation Standards' *The Pay & Proxy Podcast*, October 30, 2023.
- Podcast, "December 1st Deadline to Adopt Executive Compensation Clawback Policies," *The Consumer Finance Podcast*, October 12, 2023.
- Co-author, "Delaware Further Updates its Framework for Equity Award Delegations," *Troutman Pepper*, September 19, 2023.
- Co-author, "SEC Charges Privately Held Monolith Resources for Violating Whistleblower Protection Rules," *Troutman Pepper*, September 15, 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, "SEC Adopts Final Clawback Rules," *Troutman Pepper*, November 8, 2022.
- Co-author, "An Updated Framework for Delegating Equity Grant-Making Authority in a Delaware Public

Company," *Insights: The Corporate & Securities Law Advisor*, October 2022 (reprinted from *Troutman Pepper*).

- Co-author, "An Updated Framework for Delegating Equity Grant-Making Authority in a Delaware Public Company," *Troutman Pepper*, August 10, 2022.
- Co-author, "IRS Issues Proposed Regulations On Section 162(m)'s Executive Compensation Deductibility Cap," *Troutman Pepper*, January 21, 2020.
- Co-author, "New Scrutiny for Hedging Policies," *Troutman Pepper*, September 25, 2019.
- Author, "Hot Topic for 2018 Proxy Season: Director Compensation in Wake of New Delaware Supreme Court Ruling," *Troutman Pepper*, January 12, 2018.

MEDIA COMMENTARY

- Cited, *Benefits Digest*, November 19, 2026.