FORDHARRISON

ADAM B. CANTOR

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Adam Cantor focuses his legal practice on advising clients on employee benefits and executive and equity compensation matters.

Adam brings over 25 years of experience in advising clients to the practice of law, always seeking to partner with clients in the most effective way to further their business objectives.

Adam's clients regularly call on him to provide pragmatic, business-oriented legal counsel on matters involving employee benefits and executive and equity compensation (including deferred compensation). His guidance frequently touches on multiple areas of law, including tax, ERISA, corporate, securities, employment, labor and/or bankruptcy law. He represents both public and private companies, including private equity firms, hedge funds, and real estate management companies, as well as Boards of Directors and Compensation Committees, C-suite executives, investment committees for 401(k) and pension plans, financial institutions, and nonprofit organizations.

For publicly traded companies, Adam routinely advises company management, Boards of Directors, and Compensation Committees on issues related to executive compensation and equity compensation plans. Adam counsels these clients on compliance and planning recommendations with respect to stock exchange requirements, proxy statements and SEC Form S-8 and 10-K filings, Rule 16b-3 issues, Rule 10b-5 plans, Dodd-Frank Act requirements, ISS and Glass Lewis problematic pay practice issues and business judgment rule/entire fairness doctrine issues under Delaware and other corporate laws.

Adam's private equity, hedge fund and real estate management company practice includes partnership-based equity and equity-based compensation design and negotiation, frequently on behalf of C-suite executives. Clients engage him to design and negotiate profits interest plans, carried interest/"promote" arrangements, equity compensation rollover arrangements and management incentive plans.

Adam is also well-versed in ERISA issues, such as fiduciary

EDUCATION

- New York University School of Law (LL.M., Taxation, 2000)
- New York University School of Law (J.D., 1997)
- Columbia University (M.P.A., 1987)
- Wesleyan University (B.A., 1985)

BAR ADMISSIONS

- New Jersey
- New York

COURT ADMISSIONS

- U.S. District Court for the District of New Jersey

FIRM LEADERSHIP

- Employee Benefits Group, Chair

compliance and planning, and qualified retirement and health and welfare plan compliance and design issues. He regularly advises on transactional employee benefits matters. He serves as a "go-to" resource for HR professionals on their day-to-day employee benefits issues.

Representative Experience

Executive and Equity Compensation

- Design and compliance, including stock options, restricted stock, restricted stock units, stock appreciation rights, phantom stock and LLC- and partnership-based equity compensation arrangements
- Carried interest/"promote" program design and tax compliance
- Structuring and negotiation of executive compensation and benefits packages on behalf of both companies and executives (with special expertise in tax – e.g., 83, 162(m), 280G, 409A, 457A, 457(f), 4958 and 4960 issues, securities law matters – e.g., SEC Rule 701 – and representation of management teams in corporate transactions)
- Split dollar life insurance and SERP design and compliance
- Drafting and negotiation of employment, severance, change in control and restrictive covenant agreements
- Transactional executive and equity compensation issues, including use of rollover equity and earn-outs
- Dodd-Frank, SEC and Exchange compliance by compensation committees of public companies
- Proxy disclosure for public companies relating to executive and director compensation
- Public company strategies for mitigating exposure to ISS and Glass Lewis problematic pay practice issues
- S-8 filings for 401(k) plans with publicly traded stock as an investment option
- Public company strategies for mitigating stock buyback excise tax liability
- Best practices for compensation committees and boards of directors of private companies and boards of trustees of non-profit organizations with respect to executive compensation matters

ERISA and Employee Benefits

- Discharge of fiduciary duties by administrative and investment committees of 401(k) and other qualified retirement plans
- ERISA prohibited transaction avoidance and correction, including Voluntary Fiduciary Correction Program applications
- Collaborating with pension actuaries on defined benefit pension plan de-risking strategies, “hard” and “soft” freezes and terminations
- Cash balance plan design and compliance issues
- Quarterbacking employer changes in 401(k) and 403(b) plan recordkeeping platforms, including negotiating service, trust, custodial, investment advisory, investment management, ERISA budget account and related documents
- Structuring of qualified plan spin-offs, mergers and consolidations
- Transactional employee benefits, including planning opportunities arising in connection with stock purchases, asset purchases, private equity investments and divestments, loan originations and extensions and joint ventures
- Amendment and restatement of individually designed qualified retirement and 403(b) plans
- ESOP purchases of employer stock
- Reductions-in-force and WARN Act planning and compliance issues
- Design of early retirement incentive programs
- Negotiation with governmental agencies, including IRS, DOL and PBGC
- Mitigation strategies for employers with respect to multiemployer withdrawal liability, including negotiation of collective bargaining agreements to 401(k) plans
- Welfare plan design and compliance, including with respect to COBRA, HIPAA, Affordable Care Act, VEBA and MEWA issues
- Taxation of employment-related settlement agreements

News & Insights

- July 22, 2025 - How the One Big Beautiful Bill Act May Impact Employers

- July 02, 2024 - Chevron Deference is No More: ERISA, Employee Benefits and Executive/Equity Compensation Rule-Making is Likely to be Affected

Events

- December 10, 2026 - New Jersey Employment Law Update 2026: Ensuring Compliance in a Shifting Landscape
- December 04, 2025 - New Jersey Employment Law Update: Ensuring Compliance in a Shifting Landscape
- July 21, 2025 - "Aligning Leadership, Value and Trends: Executive & Equity Compensation Deep Dive," Metro NYSAE Presents: ExecConnect — Westrbook, CT

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