

# John D. Martini

OFFICE MANAGING PARTNER | EMPLOYEE BENEFITS &  
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John Martini serves as the managing partner of Polsinelli's Philadelphia office and focuses his practice on executive compensation, corporate governance and employee benefits.

**Executive Compensation and Benefits** – John frequently represents public companies, private equity firms and management teams in connection with all phases of the employment relationship. He assists employers and executives in assessing the market value and market terms of management compensation arrangements while ensuring that those arrangements are delivered under a beneficial tax structure. He also handles high-profile investigations, complex pay equity and disparate impact matters, as well as administrative-related employee benefits matters.

**Corporate Governance** – He has been at the forefront of advising both management and board members with regard to evolving shareholder and stakeholder expectations for Environmental, Social and Governance (ESG) compliance. John's experience in this area extends to proxy advisory services (including ISS and MSCI) ESG criteria, institutional shareholder standards and various uniform disclosure standards, including Task Force on Climate-Related Financial Disclosures (TFCD) and Sustainability Accounting Standards Board voluntary disclosures (SASB).

**Industry and Geographic Focus** – John is well versed in matters related to the financial services, life sciences, energy, manufacturing and retail industries and across a range of geographical jurisdictions throughout the United States, Puerto Rico, Latin America, Europe and China.

## Education

- Villanova University Charles Widger School of Law (J.D.)
  - Villanova Law Review, Associate Editor
- Grove City College (B.S.)

## Bar Admissions

- Pennsylvania

## Capabilities

- Employee Benefits & Executive Compensation
- Corporate Governance
- Employee Stock Ownership Plans

## Recognition

- Recognized as a Stellar Performance Lawyer by Thomson Reuters, 2026
- Selected for inclusion in *Best Lawyers in America*® for Employee Benefits (ERISA) Law, 2025-2026
- Ranked in *Chambers USA: America's Leading Lawyers for Business*, Band 1, Employee Benefits & Compensation, 2006-2025
- Ranked in *The Legal 500 USA*, Employee Benefits, Executive Compensation and Retirement Plans: Transactional, 2020-2022; Tax – U.S. Taxes: Non-Contentious, 2023
- The *Business Journals'* 2019 Influencers: Law Professional Affiliations

## Matters

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### Executive Compensation and Benefits; Corporate Governance

#### Health Care and Life Sciences

- Provided counsel to Aetna on benefits and compensation matters in connection to its proposed sale to CVS, valued at \$69 billion.
- Provided Environmental, Social and Governance (ESG)-related guidance to the board of directors of a major pharmaceutical manufacturer.
- Handled all the executive compensation and employee benefits work in connection to the \$67 billion merger of Express Scripts and Cigna; continue to provide ongoing support in these areas.
- Provided counsel to Allergan on executive compensation, health and welfare benefits and qualified plans in connection to its \$63 billion merger with AbbVie.
- Provided benefits and compensation advice to Cascadian Therapeutics' internal team in connection to its sale to Seattle Genetics, including the creation of new plans, participant communication and a new governance structure.
- Handled all of the employee benefits and executive compensation work in the acquisition of C. R. Bard by U.S. medical equipment supplier Becton Dickinson
- Represented the incoming COO of a public life sciences company in a heavily negotiated complex employment agreement involving various forms of equity and incentive compensation.
- Represented a CEO with his new-hire employment agreement with the Swedish parent company of a medical technology company; assisted with complex multijurisdictional tax structuring relating to CEO's employment agreement.
- Provided legal advice for all executive employment agreements for a going-private transaction for a global life sciences company.
- Drafted executive employment agreements for a major health care provider.
- Represented senior management in contract negotiations relating to a change-in-control scenario for a global life sciences company; represented second-tier management in post-change-in-control negotiations.

#### Energy and Infrastructure

- Represented the management team of a large oil and gas fracking company in connection with a \$2 billion acquisition by Blackstone LLC
- Represented the management team in connection with a \$1 billion acquisition of an energy company.

- Provided compensation-related counsel to the energy division of a global private equity firm and its portfolio companies.

### **Financial Services and Insurance**

- Represented a global bank in reorganizing its governance structure; partnered with the in-house legal team and regional Federal Reserve to establish and adopt appropriate board charters, compensation packages and related policies that would meet the Fed's strict requirements; advised on infrastructure necessary to have a fully functioning executive management team that operates independently from the parent company's management team.
- Provided counsel to Enterprise on all executive compensation, employee benefits, health and welfare benefits, and ESOP fiduciary in connection to the acquisition of Trinity Capital Corp. and its Los Alamos National Bank in New Mexico.
- Represented the management of Alliant Holdings, an insurance brokerage company, in connection with the \$2.2 billion acquisition of Alliant Holdings by an affiliate of KKR.
- Represented the management of HUB International, an insurance brokerage company, in connection with the \$4.4 billion acquisition of HUB International by an affiliate of Heller & Friedman.
- Drafted employment agreements, equity grants and related public filings in connection with corporate transactions, including mergers, acquisitions and initial public offerings, for a leading global private equity firm.

### **Technology**

- Represented the incoming CEO of Cobham, a leading global technology and services innovator company.
- Represented Tyco in all merger-related executive compensation and employee benefits matters in connection with the \$3.9 billion merger between Tyco and Johnson Controls, including severance arrangements, 409A concerns, shareholder governance issues, PBGC negotiations and the approval of a new equity compensation plan.
- Represented the management team of ADT in a \$12 billion going-private acquisition by Apollo Global Management LLC.

## **Environmental, Social and Governance (ESG)**

### **Financial Services and Insurance**

- Counseled and advised general counsel's office of a super-regional bank regarding the introduction of Environmental, Social and Governance (ESG) as a component of compensation and risk management policy; also provided counsel regarding the implementation of ESG strategy primarily for the purpose of satisfying institutional shareholder, proxy advisory and activist shareholder priorities.
- Provided counsel to a multinational investment company board regarding the imposition of ESG investment requirements, compensation-related ESG standards, and anticipated U.S. Securities and Exchange Commission (SEC) and U.S. Department of Labor (DOL) climate-related disclosure under the Biden Administration.
- Counseled Global Legal Operations Group of a global financial institution regarding the implementation of ESG disclosure and the SEC's climate-related disclosure priorities; provided advice regarding updating risk management policies to improve ESG disclosure.
- Provided ESG and climate disclosure advice to Office of Sustainability and general counsel's office of an insurance and investment management company regarding

establishment of ESG action plan and ongoing ESG disclosure.

- Provided ESG framework advice to the chief compliance officer and Office of Sustainability of global investment firm relating to the interpretation of ESG-related disclosure for the purpose of establishing voting and investment guidelines.
- Drafted and designed all 2021 ESG disclosure (including special ESG 8-K and corporate website materials) for a regional financial institution; designed ESG implementation action plan to maximize proxy advisory scoring and ensure to compliance with top-five institutional shareholder ESG voting and investing standards; counseled client regarding updating compensation and risk management policies to improve ESG disclosure.
- Drafted and designed all 2021 ESG disclosure for a financial holding company (including special ESG 8-K and corporate website materials).
- Counseled general counsel office of a community bank on ESG-related disclosure and provided advice regarding activist shareholder priorities.
- Drafted and designed all 2021 ESG disclosure (including special ESG 8-K and corporate website materials) for an insurance company, for the dual purpose of improving proxy advisory scoring and demonstrating a strong ESG commitment to the millennial workforce.

### **Health Care and Life Sciences**

- Prepared ESG action plan, 2021 ESG disclosures and advised on establishment of greenhouse gas (GHG) admission baseline calculations for a global medical device company.
- Prepared ESG action plan, 2021 ESG disclosures and advised on establishment of GHG admission baseline calculations for a global commercial-stage biopharmaceutical company.

### **Manufacturing**

- Provided counsel to corporate secretary and Office of Sustainability of a multinational chemical manufacturing corporation regarding preparation for anticipated SEC climate-related disclosure, which included establishment of baselines for disclosure.
- Provided counsel to general counsel regarding implementation of ESG action plan for a global automotive manufacturing company.

### **Technology**

- Provided counsel to corporate secretary and Office of Sustainability of a multinational information technology company on climate-related disclosure process and SEC climate disclosure rulemaking process.
- Revised governance structure to accommodate ESG action plan for a global provider of technology-enabled asset protection solutions.

### **Additional Industries**

- Provided counsel to a proxy advisory firm regarding anticipated SEC and DOL climate-related disclosure under the Biden Administration.
- Provided counsel to a national building contractor regarding its 2021 ESG disclosures – the company's inaugural report.

# Publications

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December 9, 2025

**New Year, New Dependent Care FSA Limits: Don't Forget to Amend Your Plan!**

July 18, 2025

**A Quick Look at Benefits and Executive Compensation Provisions in the One Big Beautiful Bill**

June 20, 2025

**Sixth Circuit Holds TPAs Do Not Get a Free Pass from ERISA's Fiduciary Duties**

June 12, 2025

**DOL Rescinds 2022 Guidance Concerning Cryptocurrency Investments in 401(k) Plans**

January 2, 2025

**Top Issues For Pa. Law Firm Leaders In '25**

*Quoted, Law360*

December 23, 2024

**Tax and Disclosure Considerations Related to Executive Security Benefits**

December 20, 2024

**Prohibited Transaction Pleading Standards To Receive Clarity From SCOTUS**

December 16, 2024

**2024 in Review: Top 10 lateral hires of the year in Philadelphia's legal industry**

*Featured, Philadelphia Business Journal*

November 18, 2024

**Law firm Polsinelli doubling office space in Center City**

*Quoted, Philadelphia Business Journal*