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Deborah Lifshy is a managing director in the New York office, where she specializes in advising clients on compensation matters from a legal perspective including securities disclosure, taxation and corporate governance issues, negotiation contracts, and reasonableness opinion letters. She is a graduate of the Industrial and Labor Relations School at Cornell University and the University of Florida College of Law, and served as a federal clerk for the Honorable Judge Susan H. Black on the Eleventh Circuit Court of Appeals. Prior to joining Pearl Meyer, Ms. Lifshy practiced at Fried, Frank, Harris, Shriver & Jacobson, where she specialized in executive compensation, ERISA matters, and corporate transactions, and at Holland and Knight, where she specialized in employment litigation matters.

Ms. Lifshy has authored and/or co-authored the following works: "The New Qualified Plan Minimum Distribution Rules," *The New York Law Journal* (Winter, 1996); "IRS Changes Rules Through Field Service Advice – This Time on FICA and ESPP," *Journal of Taxation of Employee Benefits* (January/February 2000); *Perquisites*, **Executive Compensation and Benefits Handbook**, BNA Publications (2002); *Negotiating and Drafting Employment Agreements*, **Executive Compensation and Benefits Handbook** (2004); and *Executive Compensation: The Perspective of the Compensation Consultant*, Chapter 15 of **Corporate Governance: Law and Practice** (2005). Ms. Lifshy is a frequent speaker and panelist on disclosure and taxation issues, and is regularly quoted on executive compensation best practices.

Ms. Lifshy is a member of the New York and Florida Bars.