



## Michelle Capezza

Member of the Firm

### **New York**

250 Park Avenue  
New York, New York 10177  
Tel: 212-351-4774  
Fax: 212-878-8600

[mcapezza@ebglaw.com](mailto:mcapezza@ebglaw.com)

---

**MICHELLE CAPEZZA** is a Member of Epstein Becker Green in the Employee Benefits & Executive Compensation and Health Care & Life Sciences practices, and co-leads the firm's Technology, Media, and Telecommunications (TMT) service team. She practices law in the areas of ERISA, employee benefits, and executive compensation. For more than 20 years, Ms. Capezza has represented a range of clients in these types of matters, from Fortune 500 companies and multinational corporations to nonprofit entities, medium-sized businesses, and individual executives. Ms. Capezza provides counsel on qualified retirement plans, ERISA fiduciary responsibilities, nonqualified deferred compensation arrangements, employee welfare benefit plans, equity/incentive programs, and benefits issues that arise in corporate transactions, across various industries, including financial services, health care, technology, media, telecommunications, hospitality, and retail. In addition, Ms. Capezza advises clients on the implications of increased automation and artificial intelligence in the workplace and the related employee benefits and compensation considerations for a changing workforce.

Ms. Capezza was recommended for her work in employee benefits and executive compensation on a national level in *The Legal 500 United States* (2013, 2014, 2016 to 2018). She was selected to the *New York Metro Super Lawyers* (2014 to 2018) and *Top Women* lists (2014 to 2017), the *New York Metro Rising Stars* list (2011), and the *New Jersey Rising Stars* list (2009) in the area of Employee Benefits. Ms. Capezza received the 2012 Excellence in Achievement Award from the Peter W. Rodino, Jr. Society at Seton Hall University School of Law, for her commitment to excellence and compassionate service in the field of law. Ms. Capezza has also been recognized in *Marquis Who's Who in America*, *American Law*, and *Emerging Leaders*.

Often partnering with clients' in-house attorneys, human resources professionals, and benefit plan service providers, Ms. Capezza counsels clients with respect to all aspects of employee benefits law, including:

- Design, administration, compliance, and termination of: qualified plans (such as 401(k), profit-sharing, and pension plans), nonqualified deferred compensation arrangements (including top hat plans and SERPs),

employee welfare benefit plans (including group health plans, cafeteria plans, wellness programs, and COBRA requirements), equity/incentive compensation programs (such as stock option, restricted stock, phantom stock, and executive bonus programs), severance plans, and other benefits

- Employee benefits issues that arise in connection with merger and acquisition and joint venture transactions (including review of transaction documents, treatment of equity awards, change-in-control and golden parachute issues, plan terminations, severance, COBRA, multi-employer plan withdrawal liability, and PBGC issues)
- Review and negotiation of employment, severance, and release agreements
- Review and negotiation of various types of vendor, trust, investment management, and service provider agreements
- Design and review of plan participant communications
- Fiduciary responsibility issues under ERISA (including providing advice on governance, fiduciary training, and development of best practices to plan sponsors, trustees, and Investment and Administrative Committees)
- Compliance with ERISA, the Affordable Care Act, the Internal Revenue Code (including Sections 409A, 280G, and 162(m)), and other laws affecting employee benefit plans
- Representation of clients before the Department of Labor, Internal Revenue Service, and other government agencies (including with regard to the DOL Voluntary Fiduciary Correction Program and the IRS Employee Plans Compliance Resolution System)

With regard to the TMT industry, Ms. Capezza and the firm's multidisciplinary TMT service team counsel companies regarding workforce and workplace management, employee benefits, immigration, and litigation matters. By combining their individual areas of experience and understanding their clients' businesses, the members of the team tailor their legal services to the particular needs of their clients, in a cost-efficient manner. Ms. Capezza also contributes to and manages the [\*Technology Employment Law\*](#) blog, which provides insight and commentary on legal issues facing today's technology companies. She is an Advisory Board member of the New Jersey Technology Council and an NJTC Technology Ambassador.

Prior to joining the firm, Ms. Capezza practiced employee benefits law in both New York and New Jersey with prominent law firms ranked in The Am Law 100 and 200. She also served as corporate in-house counsel to financial institutions with businesses in the retirement plan and equity award plan recordkeeping industry. Earlier in her career, Ms. Capezza served as a judicial law clerk in the Superior Court of New Jersey (Civil Part) and worked on Wall Street in the brokerage industry in the area of corporate services and retirement product development. Her combination of law firm, corporate in-house legal, and business experience allows her to provide clients with understandable, practical advice with regard to technical issues, in order to attain their business goals.

In addition to her work at the firm, Ms. Capezza is an adjunct faculty member of the Seton Hall University School of Law, where she has taught a course in Corporate Transactional skills (a practical skills course designed to prepare law

students for transactional practice following graduation). In addition, Ms. Capezza is Vice President of the Board of Trustees of The First American Inn of Transactional Counsel (American Inns of Court), an organization devoted to promoting professionalism, civility, ethics, and excellent legal skills at the American bench and bar. She is also a frequent national speaker on a variety of employee benefits and executive compensation topics including health reform, financial regulatory reform, fiduciary issues under ERISA, the future of employee benefits, and overall trends in these and other areas, and she has been a featured faculty speaker for continuing education programs through Strafford, Lawline, Clear Law Institute, and The Knowledge Congress. She has published numerous articles in various publications such as *The Employee Benefit Plan Review*, *The BNA Health Insurance Report*, *The BNA Pension & Benefits Reporter*, *The BNA Health Law Reporter*, *The Metropolitan Corporate Counsel*, *Confero*, and *TechNews*.

Ms. Capezza's personal interests are vast and varied in the areas of music, the arts, and travel. She has performed as a lead singer of a bluegrass band at the Station Inn in Nashville, Tennessee, through her bluegrass music studies. She has also performed the national anthem at several drag racing competitions. She enjoys playing piano and guitar, and designing handmade jewelry.

### **Education**

- Seton Hall University School of Law (J.D., 1996)
  - Member and Assistant Notes and Comments Editor, *Seton Hall Law Review*, and Jessup International Moot Court Team
- Rutgers University (B.A., 1993)
  - with High Honors & Phi Beta Kappa

### **Court Admissions**

- Supreme Court of the United States
- U.S. District Court, District of New Jersey

### **Bar Admissions**

- New Jersey
- New York

### **Practice Areas**

- Employee Benefits and Executive Compensation
- Mergers, Acquisitions & Divestitures

### **Industries**

- Artificial Intelligence
- Financial Services
- Health Care and Life Sciences Industry
- Hospitality
- Retail
- Technology, Media & Telecommunications

### **Memberships**

- Alumni Council, Seton Hall University School of Law
- American Bar Association
- American Health Lawyers Association
- Board of Trustees, The First American Inn of Transactional Counsel (American Inns of Court)
- The Global Leaders
- National Association of Professional Women
- National Association of Women Lawyers
- New Jersey Chapter of the Worldwide Employee Benefits Network - Steering Committee (2008 - 2010)
- New Jersey Technology Council
- The Womensphere Global Network (Founding Member)