



Jeannemarie O'Brien

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Jeannemarie O'Brien is a partner in the New York law firm of Wachtell, Lipton, Rosen & Katz, where she is active in the firm's merger and acquisition practice, focusing on the executive compensation and employee benefits aspects of transactions, with a particular emphasis on transactions involving financial services institutions. She has been involved in over \$500 billion of mergers and acquisitions transactions over the last decade. Ms. O'Brien also advises companies and their boards on governance issues and assists companies and senior executives on executive compensation matters in both the public and private sectors, and has particular expertise regarding the compensation structures at financial institutions.

The transactions in which Ms. O'Brien has been involved include many major financial institution transactions, both bank and non-bank, including: City National/Royal Bank of Canada; National Penn Bancshares/BB&T; Chubb/ACE Limited; Hilltop Holdings/Plains Capital; CapitalSource/PacWest Bancorp; Umpqua Holdings Corporation/Sterling Financial Corporation; Huntington Bancshares/Camco Financial; Marshall & Ilsley/Bank of Montreal; Alleghany Corporation/Transatlantic Holdings; Comerica Incorporated/Sterling Bancshares, Inc.; Bank of America Corporation/Merrill Lynch; Wells Fargo/Wachovia; Countrywide/Bank of America Corporation; FleetBoston Financial Corp./Bank of America Corporation; MBNA/Bank of America Corporation; J.P. Morgan/Bank One; J.P. Morgan/Bank of New York; Warburg Pincus/The Mutual Fund Store and TMFS Holdings, LLC; Bank of America Corporation in its sale of Balboa Insurance Group to QBE Holdings, Inc. She also has been involved in

transactions outside of the financial sector, including: Pfizer Inc./Allergan plc; United Technologies (Sikorsky Aircraft)/Lockheed Martin; Carefusion/Becton Dickinson; Cox Automotive/Dealertrack Technologies; United Technologies Corporation/Goodrich Corporation; Thermo Fisher Scientific/Life Technologies Corporation; Vantiv/Mercury Payments Systems; Leap Wireless/AT&T; Rayonier Inc.'s spinoff of its performance fibers business; and CBS Outdoor Americas' initial public offering.

Ms. O'Brien frequently writes and speaks on executive compensation and corporate governance issues and is recognized as a leading executive compensation lawyer in the *Chambers USA Guide to America's Leading Lawyers for Business* and *The Legal 500*. In addition to memos and articles on recent developments in the executive compensation area, she is an author of the chapter on executive compensation in Wachtell, Lipton, Rosen & Katz's "Financial Institutions M&A," an annual review of leading developments.

Ms. O'Brien received a B.A., *cum laude*, from Mount Holyoke College in 1989, and a J.D., *cum laude*, from Fordham Law School in 1994, where she was an associate editor of the *Fordham Law Review*. She is a member of the New York State and American Bar Associations.

Ms. O'Brien serves as a member of the Board of Trustees of the non-profit organization Prep for Prep and is on the Advisory Board of St. Bartholomew Community Preschool in New York City.

Recent Publications

[Compensation Season 2024](#), in Columbia Law School's Blog on Corporations and the Capital Markets, January 29, 2024 and [Harvard Law School Forum on Corporate Governance](#), January 30, 2024.

[Compensation Season 2023](#), in Harvard Law School Forum on Corporate Governance, January 20, 2023.

[Integrating, Retaining and Providing Benefits and Incentives to Employees of a Joint Venture](#), in *Partnerships, Joint Ventures & Strategic Alliances* (Law Journal Press, 2022).

[Compensation Season 2022](#), in Harvard Law School Forum on Corporate Governance, January 9, 2022 and [Columbia Law School's Blog on Corporations and the Capital Markets](#), January 11, 2022.

[2021 Proxy Season: Executive Compensation Considerations](#), in Harvard Law School Forum on Corporate Governance, February 15, 2021.

[Compensation Season 2021](#), in Harvard Law School Forum on Corporate Governance, January 14, 2021.

[Executive Compensation Considerations - Looking Ahead and Staying Nimble](#), in Columbia Law School's Blog on Corporations and the Capital Markets, August 25, 2020.

[Covid-19: What Compensation Committees Should Be Thinking About Today](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, March 31, 2020.

[Compensation Committee Guide - 2020](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, March 19, 2020.

[Compensation Season 2020](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 23, 2020.

[Compensation Committee Guide - 2019](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, April 26, 2019.

[Compensation Season 2019](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 11, 2019.

[Compensation Season 2018](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 9, 2018.

[2018 Proxy Season: Five Ways to Improve Your Compensation Disclosure](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, November 25, 2017.

[Compensation Season 2017](#), in Harvard Law School's Forum on Corporate Governance and Financial Regulation, January 7, 2017.

[FINANCIAL INSTITUTIONS DEVELOPMENTS - Significant Activity in All Sectors as Financial Institutions Innovate and Evolve](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, October 12, 2016.