

## Brandon Gantus

PARTNER

Employee Benefits  
and Compensation  
*San Francisco*

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### FOCUS AREAS

Corporate Governance  
Employee Benefits and  
Compensation

### HIGHLIGHTS

- **Substantial Experience Advising Clients in High-Profile Transactions**  
Brandon has focused on employee benefits and compensation matters for more than 15 years. His recent work includes advising on benefits and compensation issues in notable transactions, including high-profile M&A and capital markets deals.
- **Representing Innovative Industry-Leading Companies**  
Brandon has served as trusted counsel to many industry-leading companies, including eBay, Twitter, DoorDash, Lumentum, Samsara, Microchip, Dropbox, Block (formerly Square), GoFundMe, GoDaddy, Google, Recursion Pharmaceuticals, and Revolve, among others.

### EXPERIENCE

Brandon Gantus is a partner in the San Francisco office of Wilson Sonsini Goodrich & Rosati and a co-leader of the firm's employee benefits and compensation practice. His practice focuses on the representation of public and private companies in their compensation and employee benefits matters, with a particular emphasis on mergers and acquisitions and capital markets transactions.

Brandon advises clients on the design, drafting, and administration of equity-based compensation programs (including stock option, restricted stock, and other equity arrangements); employment, consulting, retention, severance, change in control, deferred compensation arrangements, and private company employee liquidity programs; and the associated tax (including Section 409A), accounting, ERISA, and securities law implications. He also assists public and private companies with corporate governance and compliance matters, including compensation disclosures for proxy filings and other applicable securities filings, as well as employee communications and public announcements.

Brandon has played a key role in many corporate transactions, representing buyers and sellers in connection with employee benefits and compensation-related aspects, including pre-signing negotiations, executive and equity compensation (including Section 280G—the golden parachute rules), and post-closing employee integration issues.

### CREDENTIALS

#### Education

- LL.M., Taxation, Georgetown University Law Center, 2008  
*With Distinction; Recipient, Employee Benefits Certificate*
- J.D., American University Washington College of Law, 2006
- B.A., Political Science, Boston College, 2001

#### Honors

- Named to the 2015 and 2016 editions of the “Rising Stars” list published by *Northern California Super Lawyers*

## Admissions

- State Bar of California

## MATTERS

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### Select Representations

Brandon has played a key role in several significant M&A transactions, including:

- eBay in its simultaneous acquisition of Goldin Auctions LLC, sale of the eBay Vault to Collectors Universe, Inc., and ongoing commercial relationship with Collectors\*
- AstraZeneca in its \$1.05 billion acquisition of Amolyt Pharma\*
- Patrick Whitesell, the executive chairman of Endeavor, in connection with the pending \$13 billion sale of Endeavor to Silver Lake\*
- PhenomeX in its \$108 million sale to Bruker Corporation\*
- Berkeley Lights in its acquisition of IsoPlexis\*
- ServiceNow in its acquisition of Era Software
- Twitter in its \$44 billion sale to Elon Musk
- DoorDash in its €7 billion acquisition of Wolt Enterprises
- Lumentum in its \$910 million acquisition of NeoPhotonics and its \$1.8 billion acquisition of Oclaro
- Talend in its \$2.4 billion sale to ThomaBravo
- Pluralsight in its \$3.5 billion sale to Vista Equity Partners
- Vivint Solar in its \$3.2 billion sale to Sunrun
- VMware in its \$2.7 billion acquisition of Pivotal Software
- WageWorks in its \$2 billion sale to HealthEquity
- CA Technologies in its \$18.9 billion sale to Broadcom
- Gigamon in its \$1.6 billion sale to Elliott Management
- NetSuite in its \$9.3 billion sale to Oracle
- Rackspace in its \$4.3 billion sale to Apollo Global Management
- Pharmacyclics in its \$21 billion sale to AbbVie
- AppDynamics in its \$3.7 billion sale to Cisco Systems
- Microchip in its \$3.6 billion acquisition of Atmel
- Buy-side representations of Google, GoFundMe, salesforce.com, Block, Splunk, and GoDaddy

In addition, Brandon has significant experience advising companies on compensation and benefits matters in connection with initial public offerings and de-SPAC transactions, including:

- Initial public offerings: DoorDash, Lyft, Dropbox, Twitter, Block (formerly Square), Samsara, Gigamon, GoDaddy, BlackLine, Pluralsight, Splunk, RingCentral, Talend, WageWorks, Recursion Pharmaceuticals, Revolve, Kinnate, Tenaya Therapeutics, ORIC Pharmaceuticals, Impinj, nLIGHT, Xactly, and Fusion-io
- de-SPAC transactions: Palladyne AI (formerly Sarcos Robotics), Solid Power, and Gogoro

*\* Includes experience at another firm prior to returning to Wilson Sonsini in 2024.*

## INSIGHTS

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### Select Publications

- Co-author, “Clawbacks: Challenges, Pitfalls, and Trends,” *The Corporate Governance Advisor*, March/April 2021
- Co-author, “Legal Framework and Considerations for Implementing and Enforcing Clawbacks,” *Journal of Pension Benefits*, Autumn 2020

### Select Speaking Engagements

- Speaker, “Late Stage Private and Newly Public Technology Companies: Navigating Equity Compensation in a Volatile Market,” 2024 CEPI & Silicon Valley NASPP Symposium, July 2024
- Speaker, “Through the Accounting Lens: Clawbacks, ESG and Discretion,” NASPP, 2021
- Speaker, “Compensation Confidential,” LaunchBio, January 2021 and May 2021
- Speaker, “CEO Pay Ratio and More,” NASPP, San Francisco Chapter, February 2017

- Speaker, “How Public and Private Companies Should Prepare for the Requirements of the SEC's Clawback Rules,” NASPP, San Francisco Chapter, August 2015