



Gloria W. Nusbacher

Counsel

New York

P: (212) 837-6719

F: (212) 299-6719

nusbache@hugheshubbard.com

Areas of Concentration

- Executive Compensation and Employee Benefits
- Corporate and Securities Law
- Corporate Governance

Recognitions

- Fellow, American College of Employee Benefits Counsel

Professional Activities

- American Bar Association Business Law Section, Federal Regulation of Securities Committee, Subcommittee on Employee Benefits, Executive Compensation and Section 16 (1983 - present)
- American Bar Association, Business Law Section, Committee on Employee Benefits (1987 - present) (Vice Chair 2001 - 2003; Chair, Subcommittee on Federal Securities Laws 1994 - 2001, 2003 - present)
- Scribe, ABA Joint Committee on Employee Benefits, annual meetings with SEC staff (1997 - present)
- Drafting Committee, ABA comment letters on SEC proposals re Section 16, S-8, Rule 701, and proxy disclosure
- American Bar Association Business Law Section, Corporate Governance Committee (2004 - present)
- American Bar Association Section of Taxation, Employee Benefits Committee (1994 - present)
- National Association of Stock Plan Professionals (Advisory Board, NY-NJ Chapter, 2003 - present)

Practice Groups and Other Information

Corporate
Corporate Governance
Employee Benefits & Executive Compensation
Not-for-Profit

Education Information

Barnard College, B.A., 1972, *magna cum laude*; Phi Beta Kappa
Columbia Law School, J.D., 1975, Law Review; Harlan Fiske Stone Scholar

Bar Admissions

New York, 1976

Highlighted Publications

- Experts' Guide to Employee Benefits Research (ABA Joint Committee on Employee Benefits Teleconference 2008)
- "Pension Protection Act Makes Sweeping Changes" (co-author) (HH&R Advisory 2006)
- "SEC Final Rules Regarding Proxy Statement Disclosure," Banking and Financial Services Policy Report (2006)
- SEC Executive Compensation Disclosures and Practices: Preparing for Change (Webcast sponsored by RR Donnelley and West Legalworks 2006)
- "SEC Proposed Rules Regarding Proxy Statement Disclosures," Banking and Financial Services Policy Report (2006)
- Tell Us Exactly What the Boss Makes (dealing with SEC proposed rules on proxy statement disclosure of executive compensation) (ABA Business Law Section Spring Meeting 2006)
- Recent Proxy Statement Disclosures of Executive Compensation (ABA Annual Meeting, Subcommittee Meeting 2005)
- Gearing Up for the New Proxy Season: Developments Affecting Compensation Committees and Compensation Plans (National Association of Stock Plan Professionals, NY – NJ Chapter 2004)
- "A Form 8-K Checklist" (co-author), Insights: The Corporate and Securities Law Advisor (2004)
- SEC 'Hot Topics' for Benefits Lawyers (ABA Business Law Section Employee Benefits Committee 2003)
- Representing the Compensation Committee – Legal Aspects (PLI 35th Annual Institute on Securities Regulation 2003)
- "Tax-Conditioned Plans" in A Practical Guide to Section 16: Reporting and Compliance (Aspen Law & Business, 4th Edition 2003, 3rd Edition, 1996; Prentice Hall Law & Business, Inc., 2nd Edition, 1992 and 1st Edition 1991)
- Corporate Governance Developments: Employee Benefits and Executive Compensation Impacts (ABA Joint Committee on Employee Benefits Teleconference 2002)
- Executive Compensation and Employee Benefits Provisions of the Sarbanes-Oxley Act (ABA Annual Meeting 2002)
- "Overview of the Sarbanes-Oxley Act of 2002" (co-author) in The Sarbanes-Oxley Act of 2002 with Analysis (Matthew Bender 2002)

- Stock Option Litigation (NASPP Annual Conference 2001)
- “Equity Compensation: U.S. Securities Laws Affecting Foreign Issuers,” Insights: The Corporate and Securities Law Advisor (2001)
- Stock Option Litigation: Recent Corporate and Securities Law Cases (ABA Business Law Section Spring Meeting 2000)
- Recent Developments in Stock Option Litigation (NASPP Annual Conference 1999)
- “Executive Compensation - New Section 16 Interpretations,” Insights: The Corporate and Securities Law Advisor (1999)
- Federal Securities Law Implications for Executive Stock and Deferred Compensation Plans (ABA Annual Meeting 1998)
- Drafting Stock Plans (NASPP Annual Conference 1998)
- Nuts and Bolts of Forms 3, 4, and 5 (NASPP Annual Conference 1998)
- Securities Law Implications for ERISA Plans (PLI 1997)
- “Final Section 16 Rules Bring A Welcome Flexibility to Equity Compensation,” Corporate Governance Advisor (1996)
- “Final IRS Regulations for \$1 Million Cap on Executive Compensation” (co-author), Insights: The Corporate and Securities Law Advisor (1996)
- “Proposed Amendments to Section 16 Rules: A New Approach,” Aspen Law & Business Corporation Reporter (1995)
- “IRS Regulations Proposed for Cap on Executive Compensation” (co-author), Insights: The Corporate and Securities Law Advisor (1994)
- Executive Compensation—Living with the New Rules (PLI 1993)
- “The New \$1 Million Deduction Cap on Executive Compensation” (co-author), Corporate Governance Advisor (1993)
- ABA National Institute on Executive Compensation (1993)
- Contributor to ABA Project Report, “International Employee Stock Plans and the Federal Securities Laws” (1992), published in The Business Lawyer (1994)
- International Employee Stock Plans and other Current Issues in Cross-Border Offerings (ABA 1992)
- Co-chair, The New Section 16 Rules – an Update (PLI Oct. 1991)

Gloria W. Nusbacher

Counsel

4

- “New Section 16 Rules: Transactions in Employee Benefit Plans,” Insights: The Corporate and Securities Law Advisor (1991)
- Co-chair, The New Section 16 Rules (PLI March 1991)
- “Qualified Plans under the Securities Act of 1933” presented at International Conference on Pensions (Apeldoorn, The Netherlands 1989)
- “Pension Parachutes” (co-author) in Topics in Total Compensation (Panel Publications, 1987)
- Contributor to “Executive Compensation: A 1987 Road Map for the Corporate Advisor,” The Business Lawyer (1987)
- “Equity Based Compensation for U.S. Executives of Non-U.S. Companies” (co-author) presented at Association of Pension Lawyers International Conference (London 1987)