

**Keira Kuntz****Associate****Dallas****Keira.Kuntz@haynesboone.com****+1 214.651.5193**

PRACTICES ERISA and Other Benefits Litigation, Employee Benefits and Executive Compensation, Executive and Incentive Compensation, Employee Benefits M&A, ESOPs and Other Stock-Based Plans, Corporate, Corporate Governance, Texas Corporate Governance, Mergers and Acquisitions, Private Equity

Keira Kuntz is an associate in the Employee Benefits and Executive Compensation Practice Group at Haynes Boone's Dallas office. Keira advises public and private companies, as well as C-suite executives, on equity and deferred compensation programs, employment, retention and severance agreements, and compliance with tax, securities, and corporate governance requirements. Her practice includes counseling on compensation issues in mergers and acquisitions, IPOs, and private equity transactions.

Keira has significant experience with SEC reporting and disclosure obligations, including proxy statements, equity plan proposals, and insider filings. She regularly drafts and negotiates executive employment agreements and compensation plans, conducts golden parachute analyses under Internal Revenue Code Section 280G, and advises on compliance with Code Section 409A and NYSE and Nasdaq listing standards. She works closely with boards, compensation committees, and in-house counsels to address governance and regulatory matters.

QUALIFICATIONS**EDUCATION**

- J.D., Baylor University School of Law, 2020, Order of Barristers
- B.A., Political Science, University of Florida, 2017, magna cum laude

CLERKSHIPS

- Legal Extern for McLennan County Criminal District Attorney's Office, 2019
- Judicial Extern for the 68th Civil District Court, 2018-2019

LANGUAGES

- Spanish

ADMISSIONS

- Texas

COURT ADMISSIONS

- U.S. District Court for the Western District of Texas
- U.S. District Court for the Eastern District of Texas
- U.S. District Court for the Northern District of Texas
- U.S. District Court for the District of New Mexico

PUBLICATIONS AND SPEAKING ENGAGEMENTS

- “[Insights from the SEC Roundtable on Executive Compensation Disclosure Requirements](#),” Harvard Law School Forum on Corporate Governance, 2025
- “SMU Annual Texas Survey,” Co-Author, *Insurance Law*, Vol. 7, Article 6, 2021

PROFESSIONAL AFFILIATIONS AND ENGAGEMENTS

- Dallas Bar Association
- Dallas Association of Young Lawyers

SELECTED CLIENT REPRESENTATIONS

- Advising public and private companies and senior executives on the design, drafting, and negotiation of executive employment agreements, equity and equity-based compensation plans and awards, change in control arrangements, incentive and bonus programs, severance, and retention agreements.
- Providing strategic counsel on executive and compensation and benefits matters in a broad range of domestic and cross-border M&A transactions, including negotiating the go-forward treatment of executive compensation, employee benefit plans, and outstanding equity and equity-based awards.
- Negotiating go-forward treatment of compensation of executive officers and highly compensated individuals as well as treatment of employee benefit plans and outstanding equity and equity-based compensation in a broad range of domestic and foreign corporate transactions for both public and private companies.
- Counseling boards of directors and compensation committees on corporate governance and executive pay practices, with proficient knowledge of institutional shareholder guidance and policies promulgated by proxy advisory firms and institutional shareholders, including ISS and Glass Lewis.
- Advising boards and compensation committees on fiduciary duties, pay-for-performance alignment, and executive compensation decision-making, including documentation and risk mitigation.
- Counseling companies on say-on-pay strategies and executive compensation matters arising from shareholder engagement.
- Advising on the tax structuring and compliance of executive compensation arrangements, including equity and non-equity incentive and deferred compensation arrangements, conducting golden parachute payment analysis under Internal Revenue Code Section 280G, together with

effectuating cleansing votes for privately held corporations, and ensuring compliance with Internal Revenue Code Section 409A.

- Supporting clients in capital markets transactions, including initial public offerings and other securities offerings, with executive compensation-related disclosure and compliance under SEC rules and preparation of Forms S-3 and S-8.
- Providing strategic advice COBRA and ERISA compliance, including fiduciary obligations and executive benefit issues arising under qualified and non-qualified plans.
- Drafting and advising on executive compensation clawback and recoupment policies.

AWARDS AND RECOGNITIONS

- University of Florida College of Liberal Arts and Sciences Hall of Fame Inductee, 2017