

**Andrew J. Rudolph | Senior Counsel**  
Benefits & Executive Compensation

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Andrew Rudolph has more than 40 years of experience advising publicly traded and privately held businesses on employee benefits, executive compensation, and related tax and corporate law issues for his counseling and transactional practice.

Andrew's practice covers the full spectrum of benefits and compensation issues affecting employers in an environment in which rewards are critical to the effectiveness of the strategic business plan. He has been advising clients for more than two decades, through several business cycles, and through restructurings, acquisitions, and dispositions that have propelled these businesses to leading positions in their industries.

*Chambers USA* noted that Andrew "is hailed as a 'brilliant' labor and employment lawyer," with sources stating that his "analysis of issues is very much on point and succinct."

During law school, Andrew served as an editor of the *University of Pennsylvania Law Review*.

## Select Engagements

- Planning for, and post-transaction integration of, all qualified and nonqualified retirement, health, and welfare and incentive compensation programs in connection with numerous public company transactions, including advice regarding under-funded target company pension plans, change-in-control benefits, executive employment and severance agreements, qualified plan mergers, redesign of equity and long- and short-term incentive plans, one million dollar cap, and SEC and IRS filings.

- Design, implementation, operation, and termination of employee stock ownership plans (“ESOPs”) across the ESOP life cycle, including strategic tax and corporate advice relating to the deferral of income tax on gains; operation of ESOP-owned S Corporations; equity incentive arrangements for executives of ESOP-owned businesses; evaluation and solutions for ESOP fiduciary risks; financing of ESOP loans; and the defense of litigation involving ESOP-owned corporations and service providers.
- Representation of employers and executives in connection with change-in-control, severance, and “golden parachute” agreements.
- Advice regarding qualified plan and investment governance and procedures to minimize fiduciary risk.
- Design, documentation, benefit security, and securities compliance advice for executive compensation programs, including restricted stock, stock option, phantom stock, and deferred compensation arrangements for a wide variety of publicly held issuers.
- ERISA claims litigation, including defense of worker classification litigation and evaluation of benefit plan implications of worker reclassification.

## Admissions

- Pennsylvania
- U.S. District Court - Eastern District of Pennsylvania

## Education

- University of Pennsylvania, BA, cum laude
- University of Pennsylvania Law School, JD, magna cum laude, Order of the Coif

## Recognitions

- Employee Benefits & Compensation Law, listed in *Chambers USA*
- 2004–2016 and 2018–2024, Employee Benefits (ERISA) Law, Philadelphia, listed in *Best Lawyers in America*®
- 2004–2020, “Pennsylvania Super Lawyer” in Employee Benefits, listed in *Super Lawyers*
- 2013, “Lawyer of the Year for Employee Benefits (ERISA) Law,” listed in *Best Lawyers in America*®

## Professional Activities

Andrew was elected as a fellow of the American College of Employee Benefits Counsel in 2007.