

## Shannon Goff Kukulka

### PARTNER



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Experience as in-house counsel for a Fortune 500 company, a master's degree in business, and roles in human resources and international law have provided Shannon Goff Kukulka special insight into complex employee benefits issues. Clients appreciate Shannon's in-depth legal knowledge, broad experience, and ability to develop creative, practical and cost-effective solutions to problems that may otherwise lead to penalties or litigation.

Companies across various industries value Shannon's assistance with:

- Retirement plans, including pension, 401(k), profit-sharing and nonqualified plans
- Health and welfare plans, continuation coverage issues and Affordable Care Act Compliance
- Executive compensation arrangements, change in control and "golden parachute" tax issues, and section 409A compliance
- Equity-based compensation arrangements, including stock options, restricted stock, and phantom stock
- Benefit issues in corporate transactions, including M&A, divestitures, financings and restructurings, and 280G analyses
- Benefit matters arising under securities laws
- Collectively bargained plans
- International benefits issues
- ERISA litigation strategy and government audits

Shannon has spoken and provided training on various topics, including:

- Healthcare reform laws and compliance/Affordable Care Act
- Equity incentives/executive compensation
- Corporate governance practices related to benefits and compensation
- Fiduciary obligations and audits
- Electronic compliance/e-strategies
- Best practices in IRS, DOL and PBGC audits

- Benefits due diligence and integration considerations in M&A
- Wellness program compliance, including under HIPAA, the ACA, GINA and ADA
- International benefits issues

Shannon has also authored several articles on healthcare reform, e-strategies, and wellness programs for publications such as Workspan Magazine, Employee Benefit News, ADVANCE for Long-Term Care Management, and Benefits Magazine.

## EXPERIENCE

- **Software platform Workpath sells to healthcare company Ro**  
Served as lead counsel to Iggbo, d/b/a as Workpath, and its institutional investors in its sale to Ro.
- **Rancho Family Medical Group receives growth investment from LightBay Capital**  
Represented Rancho Family Medical Group in their growth investment transaction with LightBay Capital.
- **Acquisition of Alpine Orthopaedics & Sports Medicine**  
Represented Vail-Summit Orthopaedics & Neurosurgery in its acquisition of Alpine Orthopaedics & Sports Medicine.
- **Tri Star Energy acquires Hollingsworth Oil**  
Assisted Tri Star Energy with the acquisition of Hollingsworth Oil and its “Sudden Service” chain of convenience stores.
- **Capital Alignment Partners acquires Bayou Home Care**  
Represented Capital Alignment Partners in its acquisition of Bayou Home Care, a full-service home healthcare company located in Louisiana, and in subsequent related rollup acquisitions in Texas and Louisiana.
- **Covenant Surgical Partners expands via partnership with Arizona Centers for Digestive Health**  
Served as lead transaction and healthcare regulatory counsel to Covenant Surgical Partners in its partnership with Arizona Centers for Digestive Health.
- **Capella Healthcare's integrated delivery network adds Kershaw Health**  
Advised Capella Healthcare in its affiliation with KershawHealth in South Carolina.
- **Kindred Healthcare acquires Centerre Healthcare**  
Represented Kindred Healthcare in its \$195 million acquisition of Centerre Healthcare, an operator of inpatient rehabilitation hospitals.
- **Acadia Healthcare acquires CRC Health Group, Inc.**  
Represented Acadia Healthcare in its \$1.3 billion acquisition of CRC Health Group, a leading provider of treatment services related to substance abuse and other addiction and behavioral disorder.
- **Passport Health Communications is acquired by Experian for \$850 million**

Represented Passport Health Communications in its \$850 million acquisition by Experian, plc (LSN: EXPN), the global information services company.

- **Kindred Healthcare acquires Senior Home Care for \$95 million**

Represented Kindred in its acquisition of Senior Home Care, one of the largest and the premier home health provider in Florida and Louisiana with 47 locations.

- **Psychiatric Solutions sells to UHS for \$3.1 billion**

Represented Psychiatric Solutions, a behavioral healthcare services provider, in its sale to UHS for \$3.1 billion.

## EDUCATION

- LL.M., New York University, 2003
- J.D., *cum laude*, University of South Carolina, 2002
  - Editor-in-Chief - ABA Real Property, Probate & Trust Journal
  - Order of the Wig & Robe
  - Phi Delta Phi International Legal Fraternity
  - John Belton O'Neall American Inn of Court
- International M.B.A, *magna cum laude*, University of South Carolina, 2002
- Instituto Tec Estudios Superiores (Mexico), International Business Courses, 2001
- M.A., *cum laude*, University of Georgia, 1998
- B.A., *magna cum laude*, University of South Carolina-Coastal, 1994

## COURT ADMISSIONS

- U.S. Supreme Court
- U.S. Tax Court

## BAR ADMISSIONS

- Tennessee
- Illinois

## RECOGNITIONS

### The Best Lawyers in America© (BL Rankings)

- Corporate Governance Law, 2023
- Employee Benefits (ERISA) Law, 2013-2023
- Employment Law - Management, 2023

**The Best Lawyers in America® (BL Rankings), 2023**

- Lawyer of the Year, Employee Benefits (ERISA) Law

**PROFESSIONAL INVOLVEMENT**

- Alumna, Tennessee Bar Association Leadership Law
- Member, Nashville, Tennessee, Illinois and American Bar Associations
- Member, Society for Human Resource Management
- Member, Middle Tennessee Employee Benefits Council
- Member, National Asian Pacific American Bar Association
- Member, Lawyers' Association for Women
- Past Member, Tennessee Bar Association's Glass Ceiling Initiative
- Member, Waller Diversity Committee
- Member and Past Chair, Waller Women's Initiative Committee

**COMMUNITY INVOLVEMENT**

- Past Member, Book'em Board of Directors
- Past Member, First Steps Board of Directors and Executive Committee
- Past Member, The Children's House of Nashville Board of Directors
- Volunteer, Pro Bono; Nashville Adult Literacy Council; Habitat for Humanity; Hands on Nashville; United Way