



Spencer F. Walters

Partner

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PRACTICE AREAS

Benefits & Compensation

ERISA Litigation

Executive Compensation

Health & Welfare

Mergers & Acquisitions

Payroll Tax & Fringe Benefits

Retirement Plans

EDUCATION

University of Michigan Law School,
2010, J.D., *cum laude*

Haverford College, 2005, B.A.

BAR AND COURT ADMISSIONS

District of Columbia

Pennsylvania

HR professionals, in-house counsel, and tax advisors rely on Spencer for his guidance and judgment on day-to-day benefits and compensation questions and for his ability to find creative solutions to complex tax and ERISA issues.

Spencer's practice covers all aspects of employee benefits and executive compensation law, including the development and maintenance of qualified and nonqualified plans; plan compliance with the Code, ERISA, and Affordable Care Act; the treatment of employee benefits plans in connection with corporate mergers and acquisitions; and executive employment agreements and compensation arrangements, including Code section 409A. Spencer enjoys working with in-house counsel, tax and payroll personnel, and human resources professionals to attend to day-to-day administrative challenges and respond to new challenges. Spencer also actively engages in the federal rulemaking process, offering key comments to proposed regulations including under Section 162(m) and Section 7508A.

REPRESENTATIVE MATTERS

- Lead benefits and executive compensation attorney for merger and acquisition activity including stock and asset purchases and sales, as well as corporate spin-offs.
- Design and draft employment retention agreements and bonus plan including non-compete agreements to retain talent in connection with client's acquisition of technology start-up.



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- Redesign equity award plan and redraft award agreements to ensure compliance with Code section 409A and securities laws, and to incorporate best practices.
- Manage implementation of pension de-risking initiatives and savings plan re-designs, including drafting plan documents and formal plan amendments, disclosures, and participant communications.
- Manage DOL audit of health plan's compliance with the Affordable Care Act.
- Investigate compliance concern with retirement plan distributions, develop strategy for correction, and obtain IRS approval of proposal through EPCRS.
- Correct operational and documentation errors under EPCRS, DFVCP, VFCP, and 409A corrections guidance.
- Advise clients on general HIPAA compliance issues, specifically including updates to comply with the HI-TECH amendments to HIPAA, as well as mitigation and notification obligations in connection with data security breaches.

HONORS & AWARDS

Chambers USA - 2025

Best Lawyers in America 2024 - present

Super Lawyers 2024- present

PUBLICATIONS

- November 2025
The Forgotten Promise: Why PBGC Retirement Benefit Guarantees Should Continue After Pension Risk Transfer Transactions
PRT PBGC Guarantees
- 2025
Expanded Tax-Free Employer Reimbursement of Student Loan Repayments
Employee Benefits & Tax Client Alert
- 2025
Expanded Tax-Free Employer Reimbursement of Student Loan Repayments
Employee Benefits & Tax Client Alert
- January 23, 2025
Relaxed Rules for Furnishing Form 1095-C to Employees
Benefits Bullets



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SPEECHES & PRESENTATIONS

- "SECURE 2.0 Act Overview and Ramifications," Multiple Clients, 2023.
- "Retirement Plan Hot Topics," In-House Benefit Counsel Network National Forum, October 2022. Panelist.
- "Your HSA Questions Answered," *PlanSponsor* webinar, October 2022. Panelist.
- "SECURE Act Overview," Multiple Clients, Early 2020
- "*Transactional and Planning Considerations Under New Section 162(m)*," Tax Executives Institute Annual Conference, October 2019.

"Legislative & Regulatory Update Regarding Section 4960," Tax Executive Institute, Washington DC Conference - - May 2019.

"Hot Topics in Executive Compensation and Fringe Benefits," Mid-Sized Retirement and Healthcare Plan Management Conference, May 2018.

"Health Plans: Update for Employers and Employees," Federal Bar Association Section of Taxation Annual Conference, March 2018.

"Compensation & Benefits Tax Reform: Changes Regarding Fringe Benefits and Retirement Plans," DC Bar Tax Cuts & Jobs Act Conference. January 2019

"Top Ten Compliance Risks - Employee Compensation and Benefits," Tax Executives Institute's Region III Conference, June 2017.

- "Surviving a DOL Audit," Mid-Sized Retirement and Healthcare Plan Management Conference, April 2017. "Hot Topics in Executive Compensation and Employment Tax," Tax Executives Institute, Richmond Chapter, May 2016.
- "*Health & Welfare Plans: What You Need to Know in 2016*," Speaker for The Knowledge Group: Live Webcast October 22, 2015.
- "Targeted Issues in Executive Compensation," Tax Executives Institute, 2015 Federal Tax Course Level II, August 2015.
- "Affordable Care Act-Critical Issues for Tax Departments," Tax Executives Institute, Cincinnati-Columbus Chapter (with Jonathan Zimmerman), February 2015.



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NEWS

- March 5, 2026
IPB Recognized in Best Law Firms 2026
- March 5, 2026
Twenty-One IPB Attorneys Recognized in Best Lawyers in America and Ones to Watch 2026 Editions
- November 4, 2025
IPB Attorneys Comment on Proposed No-Additional-Cost Service and Employee Discount Regulations
- November 4, 2025
IPB Attorneys Comment on Proposed No-Additional-Cost Service and Employee Discount Regulations
- October 2025
Mandatory Roth 401(k) and 403(b) Catch-Up Contributions Under the SECURE 2.0 Act
- 2025
Expanded Tax-Free Employer Reimbursement of Student Loan Repayments
Employee Benefits & Tax Client Alert
- June 5, 2025
Ivins Attorneys Recognized in Chambers USA 2025
- May 30, 2025
Thirteen IPB Attorneys Included in Super Lawyers 2025
- November 7, 2024
IPB Recognized in Best Law Firms 2025
- August 20, 2024
Spencer Walters and Ben Grosz quoted in recent PlanSponsor article "Plan Distribution Options Can Help Participants Recover From Disasters Like Debby"
- August 15, 2024
Twenty-Two IPB Attorneys Recognized in Best Lawyers in America and Ones to Watch 2025 Editions