



## Debra Sadow Koenig

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Milwaukee  
833 East Michigan Street  
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Milwaukee, WI 53202

### Practice Areas

Tax

### Admissions

Wisconsin

### Education

Juris Doctor, University of  
Chicago Law School

Bachelor of Arts, Brown  
University, *magna cum laude*,  
Phi Beta Kappa

Debra Sadow Koenig is of counsel on the Tax team specializing in three areas: executive compensation, mergers and acquisitions and federal and state tax litigation. She often partners with members of the firm's banking, securities and corporate teams.

Debra assists both public and private company clients (corporations, partnerships and limited liability companies) in designing and implementing incentive compensation arrangements including option, restricted stock and synthetic equity plans, annual and long-term incentive programs, employment agreements and severance arrangements. Areas of specialization include planning under Sections 162(m) and 409A of the Internal Revenue Code and golden parachute tax planning under Section 280G of the Code. She has also represented corporate executives in negotiating employment agreements, incentive compensation arrangements and retirement or severance agreements, in the ordinary course and in connection with acquisitions. Most recently, Debra has represented several groups of senior executives in negotiating employment and equity arrangements in connection with acquisitions of businesses by private equity and strategic purchasers.

Debra has represented both buying and selling companies in connection with the tax and compensation aspects of acquisitions including structuring transactions to accommodate tax and business concerns, restructuring compensation agreements in anticipation of a sales process, retention and severance agreements, employment and consulting arrangements, golden parachute tax planning and issues surrounding buyer and seller equity plans.

Her extensive relationships with banks in Wisconsin have led to her representing them in tax matters before the Wisconsin Department of Revenue and the Internal Revenue Service. She negotiated a pattern settlement with the Wisconsin Department of Revenue for banks with out-of-state investment subsidiaries that has been utilized by over 100 banks. She was lead counsel in *PSB Holdings, Inc. v. Commissioner*, a US Tax Court decision in which the C corporation banks prevailed against the IRS's interpretation of the TEFRA interest disallowance rules as applied to their investment subsidiaries. The government has declined to appeal the decision, in a major victory for banks throughout the country. She was also lead counsel in the appeal of *Vainisi v. Commissioner* to the Seventh Circuit Court of Appeals. The *Vainisi* case dealt with whether the TEFRA interest disallowance applies to S corporation banks (which were formerly C corporation banks) after the third year of their elections. In a major victory for the one-third of US banks that are S corporations, the Seventh Circuit ruled in favor of the banks, and the IRS ultimately acquiesced in the decision. Debra also has successfully represented other taxpayers in tax controversy matters.

Debra is listed in *Best Lawyers* and is a co-author of *LLCs and LLPs: A Wisconsin Handbook*, published by the State Bar of Wisconsin.

## Activities

Meta House - Board Chair  
Milwaukee Jewish Day School - Past President

## Honors

Listed in *Best Lawyers* (Tax Law, 1999 - present)

Recognized as a *Wisconsin Super Lawyer* (2011 - 2013)

Recipient of the Wisconsin Heroes Award, from Wisconsin's First Lady, Tonette Walker, for charitable work with the Meta House

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