

Spencer Bankhead

Associate Attorney

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T: +1 949.451.3839

Orange County

Spencer Bankhead is an associate in Gibson Dunn's Orange County office and a member of the firm's Executive Compensation and Employee Benefits Practice Group.

Spencer advises public companies, private equity sponsors, portfolio companies, boards of directors, and management teams on the executive compensation, employee benefits, and employment issues that arise in complex corporate transactions, including private equity-sponsored leveraged buyouts, public company mergers and acquisitions, carve-outs, spin-offs, joint ventures, and initial public offerings. He advises on compensation and benefits issues from diligence through signing, closing, and post-closing integration, including purchase agreement terms, equity award treatment, employee benefit plan liabilities, management equity rollovers, retention and severance arrangements, management incentive plans, and post-closing transition matters.

Spencer also advises public companies, boards of directors, and compensation committees on compensation-related corporate governance, securities disclosure, and compliance matters. His work includes executive compensation disclosures for proxy statements, annual reports, registration statements, and other SEC filings; equity plan approvals and share reserve matters; Section 16 reporting and compliance; director and officer compensation matters; management transitions; and compensation-related governance considerations involving shareholder engagement, proxy advisory firm policies, say-on-pay, pay-versus-performance, clawback policies, insider trading policies, and related SEC disclosure requirements.

Spencer's practice also covers the tax, ERISA, securities, corporate governance, and employment law considerations that affect executive compensation and employee benefits arrangements. He advises on qualified and nonqualified retirement and deferred compensation plans, 401(k) plans, health and welfare plans, equity and cash incentive compensation, executive employment and separation arrangements, change-in-control protections, Sections 280G and 409A of the Internal Revenue Code, compliance with COBRA, WARN Act, and OWBPA, and related compensation and benefits issues.

Spencer earned his law degree from the University of Virginia School of Law and his MBA from the Darden School of Business, where he received the Faculty Award for Academic Excellence. While in law school, Spencer served on the managing board of the *Virginia Law & Business Review*. Prior to attending law school, Spencer worked in the pre-seed venture capital space.

Spencer is admitted to practice law in the State of California.

Selected Representative Matters

- Advised on benefits, compensation and employment matters in SpaceX's acquisition of xAI, creating a combined entity valued at approximately \$1.25 trillion.



Capabilities

Executive Compensation and Employee Benefits
Artificial Intelligence
Emerging Companies / Venture Capital
Mergers and Acquisitions
Securities Regulation and Corporate Governance

Credentials

Education

University of Virginia - 2023 MBA
University of Virginia - 2023 Juris Doctor
Brigham Young University - 2019 Bachelor of Arts

Admissions

California Bar

- Represented ACS Infrastructure in its approximately \$2.3 billion data center joint venture with Blackrock's Global Infrastructure Partners.
- Advised on benefits and compensation issues in connection with Western Digital's multi-billion dollar public spin off of Sandisk, which listed on the Nasdaq Stock Market.
- Regularly advises numerous Fortune 500 companies and their boards of directors on management transitions and SEC disclosure requirements.

Selected Publications

- An Employer's Guide to Key Compensation and Benefits Provisions in the One Big Beautiful Bill Act (July 24, 2025).
- Considerations for Preparing Your 2024 Form 10-K and 2025 Proxy Statement (December 20, 2024).

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