

PE Compensation Series with Carta, Part 3: Management Rollovers and Incentive Equity Structures for Portfolio Companies

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Join Executive Compensation partners Adam Kaminsky and Veronica Wissel, along with Carta's Chief People Officer [Nick Avery](#), for the third installment of our PE compensation series. This session is a deep dive into the technical and market-driven mechanics of management equity arrangements within private-equity-backed deals.

A well-structured management equity incentive plan is a critical component of any PE transaction, ensuring alignment of the sponsor and the management team from the outset.

The panel goes beyond high-level trends to analyze the specific levers that shape today's market. Topics include:

- **Management rollover mechanics:** Differentiating “true” equity rollovers from reinvestment of proceeds, noting tax implications for C-Corps vs. Partnerships.
- **Market standards for rollovers:** Analysis of typical rollover sizes and when *pari passu* treatment with the sponsor is, or is not, standard.
- **Incentive pool economics:** How pool sizes (typically 8–15%) are set, with a growing preference for tax-efficient profits interests over stock options.
- **Vesting, call rights, and leaver scenarios:** Addressing consequences of departure, including “Bad Leaver” call rights and the use of “cap and hold” alternatives.
- **Restrictive covenants and employment terms:** Aligning non-compete/non-solicit periods with equity forfeiture and severance triggers.

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