



ANDREW J. RUDOLPH

SENIOR COUNSEL

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BIOGRAPHY

Andrew J. Rudolph brings over 40 years of experience advising both publicly traded and privately held businesses on employee benefits, executive compensation, and related tax and corporate law matters, focusing on both counseling and transactional practices.

Andrew's practice encompasses the full range of benefits and compensation matters impacting employers in an environment where effective rewards are essential to a successful strategic business plan. With over four decades of experience, he has guided clients through various business cycles, including restructuring, acquisitions, and dispositions, helping them achieve leadership positions in their industries.

COMMUNITY & PROFESSIONAL

Fellow of the American College of Employee Benefits Counsel

REPRESENTATIVE MATTERS

- Planning for, and post-transaction integration of, all qualified and nonqualified retirement, health, and welfare and incentive compensation programs in connection with numerous public and private company transactions, including advice regarding underfunded target company pension plans, change-in-control benefits, executive employment and severance agreements, qualified plan mergers, redesign of equity and long- and short-term incentive plans, one million dollar cap, and SEC and IRS filings.
- Design, implementation, operation, and termination of employee stock ownership plans ("ESOPs") across the ESOP life cycle, including strategic tax and corporate advice relating to the deferral

HONORS

- Chambers USA, Employee Benefits & Compensation Law, Senior Statesperson, 2005-Present
- Best Lawyers in America, Employee Benefits (ERISA) Law, 2004-2016, 2018-Present
- Lawyer of the Year, Employee Benefits (ERISA) Law, 2013
- Pennsylvania Super Lawyers, Employee Benefits, 2004-2020, 2024-Present

EDUCATION

University of Pennsylvania, BA, cum laude

University of Pennsylvania Law School, JD, magna cum laude, Order of the Coif

ADMISSIONS

Pennsylvania

U.S. District Court - Eastern District of Pennsylvania

of income tax on gains; operation of ESOP-owned S Corporations; equity incentive arrangements for executives of ESOP-owned businesses; evaluation and solutions for ESOP fiduciary risks; financing of ESOP loans; and the defense of litigation involving ESOP-owned corporations and service providers.

- Representation of employers and executives in connection with change-in-control, severance, and “golden parachute” agreements.
- Advice regarding qualified plan and investment governance and procedures to minimize fiduciary risk.
- Design, documentation, benefit security, and securities compliance advice for executive compensation programs, including restricted stock, stock option, phantom stock, and deferred compensation arrangements for a wide variety of publicly and privately held issuers.
- ERISA claims litigation, including defense of worker classification litigation and evaluation of benefit plan implications of worker reclassification.

NEWS

Royer Cooper Cohen Braunfeld (RCCB) Recognized in 2025 Chambers USA Rankings
Firm News, *Chambers & Partners*, June 9, 2025

Royer Cooper Cohen Braunfeld Attorneys Named to 2025 Pennsylvania Super Lawyers and Rising Stars Lists
Accolades, *Super Lawyers*, May 27, 2025

Royer Cooper Cohen Braunfeld Recognized Among 2025 Best Law Firms® for Excellence Across Multiple Practice Areas
Accolades, November 7, 2024

Andrew J. Rudolph Joins Royer Cooper Cohen Braunfeld LLC
Firm News, September 30, 2024