

## Take the Extra Steps Out of Drafting Employment Documents

LIVEDGAR's Precedent Authority is the premier resource for researching and drafting the documents commonly associated with employment law.

**SITUATION:** You have been asked by your client to look for a change in control agreement for a CEO of a company with annual revenues between \$500 million and \$1 billion. Specifically, you have been asked to research "gross-up" provisions and determine how they would apply.

**SOLUTION:** From LIVEDGAR's Precedent Authority, you will be able to conduct granular research on all aspects of your project, from change in control agreements for a CEO to the specific language related to "gross-up" clauses.

Precedent Authority is the only industry resource that lets you combine full-text search capabilities and fielded data so you can drill down into the specifics of any key document.

In addition, because Precedent Authority focuses on the specific titles, clauses and language associated with a document, it does not matter why the document was filed. LIVEDGAR searches across all form types to return all applicable results regardless of where the document was attached. This means you are assured of having access to the most complete collection of precedents in the industry.

### STEP 1

In the Practice Area drop down menu, select Employment Models.

Selecting Employment Models customizes your research and directs LIVEDGAR to retrieve all those documents and agreements related to employment law.

### STEP 2

In the View Results section, select the Hits in Context radio button.

When Hits in Context is selected, LIVEDGAR displays excerpts from the most recent hits that match the criteria you enter.

### STEP 3

In the Search for Documents By section enter the following criteria:

**Document Title:** (chief executive officer or CEO) and (change in control or severance)

**Clause Title:** Gross

You can leverage search operators in the Document Title, Clause Title, Defined Terms and Governing Law fields. With the phrase *(chief executive officer or CEO) and (change in control or severance)* in the Document Title field, LIVEDGAR looks for both versions of the words "chief executive officer" or "CEO" and "change in control" or "severance" in the title of the document. This ensures that your search returns the most comprehensive list of results.

### STEP 4

Expand the Financial Search Criteria menu. Use the drop down menu in the Revenue boxes and select "\$500 million" and in the next box, select "\$1 billion," then click the Submit button.

By narrowly defining your search terms, you will be assured of returning results that apply to your research. In this case, you will be able to view any gross-up clauses in any change in control agreement for a CEO of a company with annual revenues of \$500 million to \$1 billion.

## STEP 5

On the Search Results page, click on View in the header of the desired document to review the entire section pertaining to “gross-up” provisions in a “CEO change in control agreement.”

On the search results page, click on View All Hits in the header of the desired document.

This directs LIVEDGAR to display all hits in the document based on the search criteria you entered in the Document Title and Clause Title fields. This allows you to easily focus on the language most pertinent to your research.

## STEP 6

View, print, e-mail or save any document from results or take advantage of other powerful LIVEDGAR features such as Save Search and Alerts.

- **View, E-Mail, Print or Save** – Click on any of these options to view, e-mail, print or save any items of interest.
- **Save Search** – Click on Save Search and LIVEDGAR will prompt you to name your search and then it will automatically save it to the Searches area of MY LIVEDGAR where it can be reused at any time.
- **Alerts** – Click on Add as Alert to receive immediate notification via e-mail every time new information related to your search is added to LIVEDGAR.

## STEP 7

Check the boxes next to the document header of those items you are most interested in reviewing and then click the Worklist link to add these items to your Worklist.

Clicking the Worklist link adds only the sections of the document you need to your Worklist allowing them to be stored for review at a later time.

**Precedent Authority Search Results** [More Information](#) [Rate Schedule](#)

[Save Search](#) | [Add as Alert](#)

**Precedent Authority Search Criteria**

**Contract Title** (chief executive officer or CEO) and (change in control or severance)  
**Clause Title** gross  
**Document Types** All Employment  
**Revenue** 500 to 1,000 in millions

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Select/Unselect all

CITRIX SYSTEMS INC->  
Exhibit 10.5 CHANGE IN CONTROL AGREEMENT (Chief Executive Officer)

[View](#) | [Email](#) | [Print](#) | [Save](#) |  Review Setting | [Reported Financials](#)

[View All Hits](#) | [Filing Values](#)

Exhibit 10.5 **CHANGE IN CONTROL AGREEMENT** **(Chief Executive Officer)**  
Governing Law State of Delaware  
Party Citrix Systems, Inc.

CITRIX SYSTEMS INC->  
Exhibit 10.5 CHANGE IN CONTROL AGREEMENT (Chief Executive Officer) **hits in context**

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Party: Citrix Systems, Inc.  
Party: Mark B. Templeton

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> Exhibit 10.5 **CHANGE IN CONTROL AGREEMENT** **(Chief Executive Officer)**  
Governing Law State of Delaware  
Party Citrix Systems, Inc.  
Party Mark B. Templeton  
Introduction  
AGREEMENT made as of this            day of    by and between

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as though the Company and the Executive achieved, as of the applicable measurement date, the Company's financial targets and the Executive's financial targets and individual goals, each at the 100 percent level.

< > 5. Tax **Gross**-Up for Excise Taxes.  
< (a) **Gross** Up Payment.  
(1) Anything in this Agreement to the contrary notwithstanding, in the event it shall be determined that any compensation, payment or distribution by the Company to or for the benefit of Executive, whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or

**Precedent Authority Search Results** [More Information](#) [Rate Schedule](#)

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