



Sarah A. Kelly

Of Counsel

Philadelphia

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Sarah concentrates her practice in employment law and employment discrimination law, and related litigation, sexual harassment law, and in counseling employers on issues in labor and employment law. She has over 30 years of experience, both at leading law firms and as in-house counsel for two major financial services corporations.

Sarah provides practical experience in managing and litigating the full range of employment law issues, from individual cases to class action lawsuits. She also advises employers on issues in major downsizings, the Americans with Disabilities Act, and the Family and Medical Leave Act, and provides employment law advice to employers as buyers and sellers in major corporate transactions. Her clients have included major retailers, manufacturers, professional services organizations, entrepreneurial companies, and hospital and health care employers. Sarah's client-side experience has given her a unique perspective on how to forge workable solutions to real-world problems, enabling clients to avoid litigation or, when that is not possible, to best position themselves for success in the courts.

Sarah is a fellow of The College of Labor and Employment Lawyers. In 2010, she was appointed to a multi-year term on the College's Third Circuit Credentials Committee, charged with assisting the College's Board of Governors in evaluating and recommending nominees for fellowship in the college. She also has served as a Hearing Committee member for the Disciplinary Board of the Supreme Court of Pennsylvania. Sarah has been a course planner and faculty member for the Pennsylvania Bar Institute and at other major national employment law conferences, has served as a member of the board of directors of St. Agnes Medical Center and serves as pro bono employment law counsel to various nonprofit agencies.

Sarah earned her Bachelor of Arts from Tufts University in 1977. She earned her master's degree from the University of Pennsylvania in 1979, and her J.D. from the University of Pennsylvania Law School in 1985.

Experience

Managed, monitored, and collaborated with multiple outside law firms, on behalf of our insurer-client, in a nationwide race discrimination class action and opt-out actions against a major national employer, through successful motions for summary judgment, combined jury and bench trial in W.D. Wash., and U.S. Court of Appeals for the Ninth Circuit appeal; negotiated related resolution of multimillion dollar insurance coverage claims.

Successfully obtained summary judgment on claims of three plaintiffs/show hosts in a race and gender discrimination lawsuit against a national television and on-line retailer.

Advised unionized hospital on implementation of mandatory influenza vaccination program without challenge by union.

Advised financial services employer on involuntary RIF of one-quarter of workforce, without any claims being filed.

Coordinated successful settlement strategy for over 25 charges of age discrimination positioned to

Practice Areas

- Employment Litigation
- Labor & Employment

Education

- University of Pennsylvania Law School, J.D., 1985
- University of Pennsylvania, M.S., 1979
- Tufts University, B.A., 1977

Bar Admissions

- New Jersey
- Pennsylvania

Court Admissions

- Pennsylvania Supreme Court
- U.S. Court of Appeals for the Eleventh Circuit
- U.S. Court of Appeals for the Third Circuit
- U.S. District Court -- Eastern District of Pennsylvania
- U.S. District Court -- New Jersey
- U.S. Supreme Court

Affiliations

- American Bar Association
- American Employment Law Council
- Philadelphia Bar Association
- The College of Labor and Employment Lawyers

Awards & Honors

- Chambers & Partners USA 2009-2018
- Best Lawyers in America 2009-2019
- Fellow, College of Labor and Employment Lawyers
- Pennsylvania Super Lawyer
- International Who's Who of Management Labour & Employment Lawyers

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become a class action, following an involuntary RIF in which client neglected to obtain valid OWBPA waivers.

Conducted investigations of sexual harassment claims against high-level executives in numerous matters, and advised on remedial actions and resolutions of claims.

Co-chaired seven-week jury trial of major race discrimination class action, preceded by five weeks of evidentiary hearings; examined 25+ witnesses at trial; coordinated expert statistical and damages analyses.

Advised on and drafted employment-related provisions in major corporate transactions (including one for \$1 billion and another for \$500 million); negotiated and advised on issues of employment liability.

Represented Thalheimer Brothers, LLC, a large Philadelphia scrap metal company, in its sale to Audax Management Company, LLC, a private equity firm, which resulted in principals of Thalheimer owning a minority interest in the company.

Co-authored U.S. Supreme Court briefs in several matters, including successful cert. petition and briefs on the merits in *Conrail v. RLEA*, the unions' challenge to Conrail's institution of a mandatory drug-testing program.

Represented Ezaki Glico Co., Ltd., a publicly traded Japanese food company doing business across 30 countries, in its purchase of TCHO Ventures, Inc., a San Francisco-based fair trade chocolate manufacturer. The acquisition was Ezaki Glico's first acquisition of a United States company. The transaction drew on the experience of the firm's corporate, tax, intellectual property, labor & employment, and employee benefits & executive compensation attorneys.

Represented Utz Quality Foods, LLC in its acquisition of Inventure Foods, Inc. in a deal valued at \$165 million. The transaction was completed via a cash tender offer for all outstanding shares of Inventure Foods common stock, followed by a merger of a wholly owned subsidiary of Utz into Inventure Foods pursuant to Section 251(h) of the Delaware General Corporation Law. Inventure Foods will operate as a wholly-owned subsidiary of Utz. Inventure Foods manufactures and sells salted snacks under the brands Boulder Canyon®, TGI Fridays™, Nathan's Famous®, Vidalia Brands®, Poore Brothers®, Tato Skins®, and Bob's Texas Style® and has manufacturing facilities in Arizona and Indiana. This complex and multi-faceted transaction drew on the experience of Cozen O'Connor's corporate, tax, labor and employment, benefits, litigation, intellectual property, real estate, and environmental attorneys.