



Susan W. Berson

Member

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PRACTICES

- Fraud & Abuse, Compliance & Regulatory Counseling
- Medicare, Medicaid & Commercial Payor Coverage & Payment
- Mergers, Acquisitions & Other Transactions
- State & Federal Audits, Investigations & Litigation
- Israel Business Group
- Health Law

INDUSTRIES

- Health Care
- Professional Services
- Medical Device

EDUCATION

- Columbia University (JD, 1985)
- University of Rochester (BA, 1982)

BAR ADMISSIONS

- District of Columbia
- New York

Susan is the Managing Member of the firm's DC office, and she also serves on the firm's Policy Committee. Her practice focuses on advising private and public health care service providers, including managed care organizations, such as Medicaid Advantage and Medicaid plans, pharmaceutical services providers such as PBMs, behavioral health companies, specialty care companies, and integrated delivery systems, often in the context of strategic affiliations and complex service agreements.

Susan has advised some of the nation's largest government health programs and has negotiated some of the nation's largest pharmacy service agreements, and also advises on complex mergers, acquisitions, joint ventures, and network development programs. She regularly represents pharmacy benefit manager (PBM) clients and their related mail order/specialty pharmacies in connection with the drafting, negotiation, structuring, and health care regulatory analysis of rebate agreements, drug purchase agreements, distribution agreements (including specialty drug distribution agreements), wholesaler agreements, repackaging arrangements, GPO arrangements and private label arrangements. She also has significant experience assisting venture capital groups and investment banks with investments in the health care industry.

Susan's experience also includes advising Medicare Advantage Organizations (MAOs), Medicare Part D Plan Sponsors, including Employer Group Waiver Plans (EGWPs), Medicaid Managed Care plans and first tier and downstream entities to address regulatory and compliance matters that arise as a result of participating in Medicare Parts C and D. She frequently counsels clients on risk adjustment programs and the practices needed to support them as well as audits of risk adjustment payments. She also develops and negotiates a variety of contracts needed to establish and support Medicare Advantage Plans, Part D Plans, and health plans intending to participate in state exchanges.

Susan returned to Mintz Levin in 2008 after a two-year hiatus, during which she served as general counsel of the Public and Senior Markets Group at UnitedHealth Group, a Fortune 20 company and one of the nation's leading managed care organizations. In this role, she was responsible for the legal and regulatory oversight of UnitedHealth's government programs (including Medicare and Medicaid) and was also the chief legal counsel for all pharmacy services.

Other aspects of Susan's practice focus on a broad spectrum of state and federal regulatory laws unique to the health care industry, and the application of such laws to the structuring and execution of complex business arrangements. She regularly advises clients on such issues as federal and state anti-kickback and self-referral laws; emerging developments in health care legislation, including, most recently,

the Affordable Care Act and the Mental Health Parity and Addiction Equity Act; and state regulatory issues, such as corporate practice of medicine and fee-splitting prohibitions.

Susan practiced in New York for many years before moving to Washington, DC.

Representative Matters

- Counseled a full-service pharmacy benefit manager (PBM) and its affiliated companies in a merger with another pharmacy benefit management company, and served as lead counsel on the drafting and negotiation of related transaction documents between the parties, including ancillary services agreements and transition agreements
- Counseled a global health care company in connection with its acquisition of health plans and provider groups; work included health regulatory due diligence in more than several health plan acquisitions and health regulatory advice regarding transaction structure and strategy, regulatory notices, and other filings
- Counseled a large pharmacy benefit manager (PBM) in its negotiation of a PBM services agreement with a global health insurance company

Recognitions & Awards

- *Chambers USA*: District of Columbia – Healthcare (2013)
- Harlan Fiske Stone Scholar at Columbia University
- Phi Beta Kappa