

## Rising Star: Skadden's Caroline Kim

By **Katryna Perera**

*Law360 (June 22, 2022, 2:02 PM EDT)* -- Caroline Kim of Skadden Arps Slate Meagher & Flom LLP has helped several companies go public and comply with U.S. Securities and Exchange Commission regulations, including advising WeWork during its protracted journey to becoming publicly traded, earning her a spot among the compliance law practitioners under age 40 honored by Law360 as Rising Stars.

### **THE BIGGEST DEAL OF HER CAREER:**

Coworking space provider WeWork first attempted to go public in 2019. Kim was a part of the advisory and legal team, helping WeWork set up its governance structure and compliance policies.

After WeWork filed its initial public offering paperwork in August 2019, it faced scrutiny over its business model and corporate governance arrangements that provided outside voting power to its co-founder. The IPO was delayed and eventually failed due to several internal issues, including that even after several massive private financings, WeWork was still not profitable.

The company encountered difficulty persuading investors that its business model could become profitable. Even though WeWork was privately valued at \$47 billion around the time of its 2019 IPO, it later said it was considering going public at less than half that amount.

Kim told Law360 that despite the scandal, it was an interesting project to work on because she got to solve many novel issues and sort through intriguing questions due to WeWork's unique structure and culture.

"I have a pretty vivid memory of the timing of all of it because I was working on the IPO really up until the week I got married, and then during my honeymoon I was getting all these news alerts about the aftermath of what went down when they decided to not go forward with the IPO and all the sort of drama with the founders," Kim said.

In 2021, Kim was back advising WeWork again when it went public



**Caroline Kim**  
Skadden

**Age:** 38

**Home base:** Washington, D.C.

**Position:** Counsel

**Law school:** Villanova University School of Law

**First job after law school:** Attorney adviser for the U.S. Securities and Exchange Commission

through a merger with a special purpose acquisition company, or SPAC — also known as a blank-check company — at a \$9 billion valuation. Kim said she enjoyed starting from scratch the second time around and noted that the experience made for an interesting contrast to the first attempt two years earlier.

#### ***HER MOST INTERESTING RECENT DEAL:***

Another recent deal Kim worked on was a \$3.2 billion SPAC merger involving Germany's Signa Sports United, an e-commerce platform for sports equipment and apparel.

The transaction saw Signa Sports, as well as WiggleCRC Group, combine with Yucaipa Acquisition Corp. and resulted in Signa Sports going public and beginning to trade on the New York Stock Exchange.

Kim said that initially, she was brought in to advise Skadden's deals team. But her role eventually evolved, and she ended up leading the charge on the governance side by helping Signa Sports set up its company policies and board documents.

She said it was an interesting deal to work on because Signa Sports was a foreign private issuer, and it was the first time she had worked with a client who wasn't primarily U.S.-based.

"The client posed a lot of interesting and thoughtful questions that I hadn't considered before because I work primarily with U.S. issuers," Kim said. "The SEC has different disclosure frameworks for U.S. versus foreign issuers, which are subject to, I would say, a more open-ended disclosure regime. There's a lot more variation in practice and limited SEC guidance, so it was interesting to advise the client on sort of best practices."

#### ***HER VIEWS ON SPAC MERGERS:***

Kim noted that there has been a lot of regulatory scrutiny around SPAC mergers, especially from the SEC, and she pointed to a series of new disclosure requirements the commission has proposed related to companies going public through such alternative methods.

Kim said there's less due diligence required for going public through a SPAC merger than a traditional IPO, and while there was an initial spike in SPAC activity, right now she thinks there is a slowdown due to the emerging regulations.

"We're almost in a holding pattern while the SEC sorts out what they want in the final version of the rules," Kim said. "It was interesting to see the boom of the past couple of years, but I can see it not being so much the trend going forward with the increasing regulatory scrutiny."

#### ***WHAT MOTIVATES HER:***

Kim said that first and foremost, she loves the complex nature of securities laws. Not only is it interesting to observe the evolving regulatory landscape for public companies, but Kim said she also enjoys when the SEC proposes new rules because colleagues turn to her for interpretive questions.

But the root of her motivation stems from her parents and background, she said. Kim's parents immigrated to the U.S. from South Korea almost four decades ago.

"I can't imagine how hard it was for [my parents] to live in a foreign country and work long hours ... to achieve the American dream," Kim said. "That really inspires me to work hard not only with clients but also in terms of paying it forward, whether it's in pro bono work or investing in the firm itself ... and its recruitment and diversity efforts."

***ANOTHER NOTABLE CASE:***

Kim's dedication to paying it forward took her to the U.S.-Mexico border in 2018, when the zero-tolerance family separation policy was enacted under former U.S. President Donald Trump.

Kim said she was one of the first volunteers to travel to the immigration detention centers and interview and counsel detainees who had been separated from their children.

"It's still kind of hard to talk about," Kim said. "The detention center was basically a prison. We couldn't bring in anything except for a pen and a notepad. We couldn't even bring in water or our cellphones."

"The detainees were obviously distressed about the safety of their children. Some of them didn't even know where they were. Their stories were really heart-wrenching," Kim said. "It was, to say the least, one of the most challenging things I've done, but I'm glad that I was able to do it and help in any way I could."

— *As told to Katryna Perera*

*Law360's Rising Stars are attorneys under 40 whose legal accomplishments belie their age. A team of Law360 editors selected the 2022 Rising Stars winners after reviewing more than 1,350 submissions. Attorneys had to be under 40 as of April 30, 2022, to be eligible for this year's award. This interview has been edited and condensed.*