

Partner, New York

Tax



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Education

J.D., The University of Michigan Law School, 1985 (*cum laude*)

B.B.A., The University of Michigan School of Business Administration, 1982 (with distinction)

Bar Admissions

New York
U.S. Supreme Court

Stuart Finkelstein served as co-head of the firm's Global Tax Group, representing clients on a wide range of tax matters, with particular emphasis on mergers, acquisitions and divestitures, including spin-offs, debt and equity offerings, corporate and partnership restructurings, and joint ventures.

Mr. Finkelstein was involved in a number of significant transactions in the financial services industry. For example, he represented:

- **Citigroup Inc.** and its affiliates in a number of acquisitions and divestitures, including its:
 - sales of its fixed-income analytics and index businesses, including The Yield Book and the World Government Bond Index, to the London Stock Exchange Group; its worldwide prepaid cards business to an affiliate of Wirecard AG; and the equities market-making business of Automated Trading Desk Financial Services to Citadel Securities;
 - sale of its consumer banking and credit card businesses through international auction processes to: Banco Santander Rio S.A. in Argentina; Itaú Unibanco Holding S.A. in Brazil; Scotiabank in Panama and Costa Rica; Promerica Financial Corporation in Guatemala; Banco Financiera Comercial Hondureña in Honduras; Banco Ficohsa in Nicaragua; Terra Group in El Salvador; and Banco Colpatria and Bank of Nova Scotia in Colombia (pending);
 - acquisition of Grupo Cuscatlán and Bank of Overseas Chinese (Taiwan);
 - sales of its life insurance and annuities businesses to MetLife, Inc.; its asset management business to Legg Mason, Inc.; and Citigroup Global Services Limited to Tata Consultancy Services Limited (India); and
 - initial public offering and tax-free spin-off of Travelers Property Casualty Corp.;
- **Vantiv Inc.** in its \$10.4 billion acquisition of Worldpay Group plc and its repurchase of \$1.27 billion of equity interests from Fifth Third Bank;
- **The NASDAQ OMX Group** in numerous transactions, including its:
 - acquisitions of Boardvantage, a leading provider of board and leadership communications and solutions; Marketwired, a global provider of news distribution services and analytics; and the eSpeed platform for electronic trading in U.S. Treasury securities from BGC Partners, a former affiliate of Cantor Fitzgerald;
 - sale of International Derivatives Clearing Group to LCH.Clearnet Group; and
 - repurchase of approximately \$500 million of common stock from Bourse Dubai Limited;
- **Primerica, Inc.**, the largest independent financial services marketing company in North America, in its restructuring and initial public offering, and in the sale of a significant equity stake to private equity funds controlled by Warburg Pincus LLC;
- **Yadkin Financial Corporation** in its acquisition of NewBridge Bancorp and its sale to F.N.B. Corporation;
- **Green Bancorp, Inc.** in its initial public offering and its acquisitions of SP Bancorp, Inc. and Patriot Bancshares, Inc.;
- **Stone Point Capital** in the recapitalization of Standard Bancshares, Inc. and its subsequent sale to First Midwest Bancorp, Inc., and its investment in Atlantic Capital Bancshares, Inc.; and

- **AloStar Bank of Commerce** in its sale to State Bank and Trust Company.

Other notable transactions that Mr. Finkelstein has advised on include:

- **Becker Underwood, Inc.**, a producer of non-pesticide agricultural products, in its \$1 billion acquisition by BASF, a chemical company;
- **Deluxe Entertainment Services Group Inc.**, a subsidiary of MacAndrews & Forbes Incorporated, in its digital cinema joint venture with Technicolor S.A.; and
- **Revlon, Inc.** in its acquisition of The Colomer Group Participations, S.L., a beauty care company that markets and sells professional products.

Mr. Finkelstein represented a number of clients in connection with restructurings involving tax-free spin-offs, including Autoliv AB; Citigroup Inc.; Culligan Water Technologies, Inc.; Ryman Hospitality Properties, Inc. (formerly Gaylord Entertainment Company); Janus Capital Group, Inc.; J.P. Morgan Chase & Co.; and Samsonite Corporation. He also represented Loews Corporation in its split-off of Lorillard, Inc.

Mr. Finkelstein regularly counseled clients on matters relating to financially troubled businesses, both in and out of bankruptcy proceedings, and he provided tax advice in the bankruptcy reorganizations of Anchor Bancorp Wisconsin Inc. (named as the “Restructuring Deal of the Year (Over \$250mm to \$500mm)” for 2013 by *The M&A Advisor*); A.H. Robins Company, Inc.; Crowthers McCall Pattern, Inc.; E-II Holdings, Inc.; Exide Technologies; First City Bancorporation of Texas, Inc.; Fleming Companies, Inc.; GenTek Inc.; Globix Corporation; The Grand Union Company; Jackson Hewitt Tax Service Inc.; Nortel Networks; Owens Corning; and Source Interlink Companies, Inc. He represented Key Safety Systems, Inc. in its \$1.6 billion acquisition of substantially all of Takata Corporation’s global assets and operations, a significant portion of which involved the sales of assets through coordinated restructuring proceedings in the U.S., Japan, and Canada as well as out of court sales of assets of certain Takata subsidiaries in Germany and China.

Mr. Finkelstein also advised real estate investment trusts (REITs) and advised Ryman Hospitality Properties, Inc. in connection with its conversion to a REIT, as well as various debt and equity offerings and share repurchases.

Mr. Finkelstein served on the boards of a number of not-for-profit organizations, including Pitzer College, Hearts of Gold, Inc. and the Legal Aid Society’s Low Income Taxpayer Clinic. His *pro bono* work

over the years was recognized by The Legal Aid Society, as a multiple recipient of its Pro Bono Publico Award, and the New York State Bar Association as an Empire State Counsel Honoree. Mr. Finkelstein was named among the nation’s top tax practitioners by *Chambers USA: America’s Leading Lawyers for Business*, *Legal 500 U.S.*, *International Tax Review’s World Tax Guide*, *Tax Directors Handbook*, *Who’s Who in American Law*, *Who’s Who in America*, *Who’s Who in the East*, *Who’s Who Legal: Corporate Tax and Turnarounds and Workouts*’ list of “Top Bankruptcy Tax Specialists in the Nation’s Major Law Firms.” He regularly spoke around the country on a variety of corporate tax planning matters.

Associations

Member, Board of Trustees, Pitzer College

Publications

“IRS Issues Notice on Payments Made in Exchange for State and Local Tax Credits,” *Skadden, Arps, Slate, Meagher & Flom LLP*, May 29, 2018

“New York State Responds to Federal Tax Reform,” *Skadden, Arps, Slate, Meagher & Flom LLP*, April 9, 2018

“Impact of US Tax Reform on Mergers and Acquisitions: New Opportunities and Pitfalls,” *Skadden, Arps, Slate, Meagher & Flom LLP*, January 18, 2018

“Tracking Tracking Stock,” with co-authors Benjamin Handler and Joseph Todd, *PLI’s Strategies for Acquisitions, Dispositions, Spin-Offs, Joint Ventures, Financings, Reorganizations & Restructurings* (2018 and many previous years)

“An In-Depth Look at the Impact of US Tax Reform on Mergers and Acquisitions,” *Skadden, Arps, Slate, Meagher & Flom LLP*, January 18, 2018

“IRS Offers Limited Safe Harbors for Recapitalizations Before Spin-Offs,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 25, 2016

“Proposed Treasury Regulations Raise New Hurdles for Tax-Free Spin-Offs,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 20, 2016

“IRS Corrects Effective Date of Recently Issued Built-in Gain Regulations,” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 27, 2016

“IRS Expands REIT Spin-Off Restrictions, Extends REIT Built-in Gains Period to 10 Years,” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 8, 2016

“Delaware Chancery Court Upholds Use of Poison Pill to Protect Net Operating Losses,” with co-authors Karen Valihura and Thomas Greenberg, *The M&A Lawyer*, May 2010