

Matthew H. Nemeroff

Skadden

Partner, New York

Financial Institutions; Mergers and Acquisitions



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Education

J.D., University of Florida
School of Law, 2013

B.S.B.A., University of Central Florida,
2009

Bar Admissions

New York

Publications

"OCC's Recent 'Shelf' Charter Approval Revives Mechanism for Broader Participation in Failed Bank Auctions," *Skadden, Arps, Slate, Meagher & Flom LLP*, December 27, 2023

Matthew H. Nemeroff focuses on mergers and acquisitions, divestitures, strategic investments, joint ventures and financing transactions. He advises clients on complex U.S. and cross-border transactions involving financial institutions in the banking, financial technology, specialty finance and insurance sectors. Mr. Nemeroff also has an active practice advising private equity firms transacting in the financial services sector. In addition, he regularly advises clients on corporate governance, securities laws and general corporate matters. Mr. Nemeroff was named one of *Law360's* Rising Stars in Fintech, which recognizes "attorneys under 40 whose legal accomplishments belie their age."

Representative transactions include:

Banking; Specialty Finance

- **AloStar Bank of Commerce** in its \$196 million sale to State Bank and Trust Company
- **Banc of California** in its pending merger with PacWest Bancorp and its concurrent \$400 million equity raise from Warburg Pincus and Centerbridge
- **Flagstar Bancorp, Inc.** in its \$2.6 billion merger with New York Community Bancorp, Inc.
- **Green Bancorp, Inc.** in its acquisition of Patriot Bancshares, Inc.
- **Greentech Capital Advisors** in its sale to Nomura
- **OceanFirst Financial Corp.** in its separate acquisitions of six publicly traded and privately held community bank and thrift organizations
- **OFG Bancorp** in its \$550 million acquisition of Scotiabank's Puerto Rico and U.S. Virgin Islands banking operations
- **Springleaf Holdings, Inc.** in its \$4.25 billion acquisition of OneMain Financial, Inc.
- **Sumitomo Mitsui Banking Corporation** in its investment in Jefferies Financial Group
- **Sumitomo Mitsui Trust Bank** in its investment in GreensLedge Holdings
- **United Auto Credit** in its sale to Vroom Inc.
- **Yadkin Financial Corporation** in its acquisition of NewBridge Bancorp

Fintech; Data and Analytics; Market Infrastructure

- **American Express** in its acquisition of LoungeBuddy
- **Bank of New York Mellon, Computershare, Clearstream, Deutsche Bank, HSBC, JPMorgan Chase** and **State Street** in their investment in Proximity
- **BNP Paribas, Bank of New York Mellon, Citigroup, Goldman Sachs** and **JPMorgan Chase** in their investment in blockchain market infrastructure platform HQLAx
- **Citi, Goldman Sachs** and **JPMorgan Chase** in their investment in Access FinTech
- **Deutsche Bank** in its investment in Modo Payments
- **eToro Group Ltd.** in its proposed (but terminated) business combination with FinTech Acquisition Corp. V
- **Fair Square Financial** in its \$750 million sale to Ally Financial
- **iCapital** in its acquisition of SIMON Group, LLC

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- **JPMorgan Chase** in the sale of its blockchain platform Quorum to, and concurrent strategic investment in, ConsenSys Software
 - **Live Oak** in its investment in Finxact
 - **Nasdaq** in its spin-out of its private markets trading business (NPM) and concurrent investment in NPM by a consortium of bank partners, including SVB Financial Group, Citi, Goldman Sachs and Morgan Stanley
 - **S&P Global** in its \$975 million sale of its Engineering Solutions business to funds managed by KKR
 - **Worldpay** in its \$43 billion merger with FIS
 - **Zip Co Limited** in its acquisition of QuadPay and its announced acquisition of Sezzle Inc.

Financial Services Private Equity

- **The Blackstone Group** in its:
 - sale of Exeter Finance to an investor group led by Warburg Pincus
 - acquisition of a controlling equity stake in Stearns Lending
 - sale of Stearns Lending to Guaranteed Rate, Inc.
- **Further Global** in its acquisition of a controlling stake in U.S. Claims
- **Pine Brook Capital Partners** in its:
 - acquisition of WhiteStar Asset Management from Triumph Bancorp
 - sale of WhiteStar Asset Management to Clearlake Capital Group
 - investment in Better Mortgage
 - investment in Fair Square Financial Holdings LLC
- **Stone Point Capital** in its investment in TriState Capital Holdings, Inc., and its portfolio company Stretto's acquisition of CINGroup
- **TPG Capital** and its portfolio company, **The Warranty Group**, in The Warranty Group's \$2.5 billion business combination with Assurant, Inc.

Insurance

- **American Financial Group, Inc.** in its \$210 million acquisition of Crop Risk Services, Inc. from American International Group, Inc.
- **Endurance Specialty Holdings** in its \$1.8 billion merger with Montpelier Re Holdings
- **Liberty Mutual Group Inc.** in its \$3 billion acquisition of Ironshore Inc.
- **Validus Holdings, Ltd.** in its \$127.5 million acquisition of the crop risk services business of Archer-Daniels-Midland Company
- **XL Group plc** in its \$4.2 billion acquisition of Catlin Group Limited

Other

- **Fifth Street Finance Corp.** in its settlement with activist investor RiverNorth Capital
- **WeWork** in an \$8 billion transaction in which SoftBank provided financing to the company and proposed to acquire a majority of its outstanding shares through a tender offer