

Partner, New York

Capital Markets



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Education

J.D., University of Virginia
School of Law, 2001

B.A., State University of New York,
Binghamton, 1998

Bar Admissions

New York

Publications

"SEC Proposes New Rule 163B to Expand 'Testing-the-Waters' Communications to All Issuers," *Skadden, Arps, Slate, Meagher & Flom LLP*, February 20, 2019

"US Government Shutdown Ends – SEC Issues Guidance to Address Significant Backlog of Filing Reviews and Shareholder Proposals," *Skadden, Arps, Slate, Meagher & Flom LLP*, January 27, 2019

"SEC Adopts Final Rules to Allow Exchange Act Reporting Companies to Use Regulation A," *Skadden, Arps, Slate, Meagher & Flom LLP*, December 20, 2019

Michael Schwartz represents U.S. and international issuers, private equity and hedge fund sponsors, REITs, UP-Cs and underwriters in a wide variety of public and private finance transactions.

He has worked on numerous high-yield and investment grade debt offerings, initial public offerings, spin-offs, and other public and private equity and equity-hybrid securities offerings, as well as debt tender offers, exchange offers and other refinancing transactions. Mr. Schwartz also counsels corporate clients on an ongoing basis, assisting with the review and preparation of SEC filings, corporate governance matters and interactions with security holders, stock exchanges and other regulatory bodies.

Notable representations have included:

- Fortress Investment Group in numerous corporate matters, including in:
 - its \$3.3 billion acquisition by SoftBank Group Corp;
 - its initial public offering (the first public listing of an alternative asset investment manager in the United States), honored as one of the Equity Deals of the Year in 2007 by *International Financial Law Review*; and
 - the private sale to Nomura Holdings, Inc. of a 15 percent interest for \$888 million;
- Och-Ziff Capital Management Group LLC in its:
 - \$400 million 144A senior notes offering; and
 - \$400 million private placement of preferred units;
- Virgin Trains USA LLC (formerly known as Brightline and All Aboard Florida) in several financing transactions, the proceeds of which were used to finance construction of a privately owned and operated express intercity passenger rail service running between Miami and Orlando, including:
 - a \$405 million senior secured high-yield notes offering;
 - a \$600 million offering of public activity bonds; and
 - a \$1.75 billion offering of public activity bonds;
- OneMain Holdings, Inc. (formerly known as Springleaf Holdings Inc.) in numerous corporate matters, including in:
 - the financing for its \$4.5 billion acquisition of OneMain Financial Holdings, LLC,
 - its approximately \$400 million initial public offering; and
 - several senior notes offerings;
- Realogy Corporation in numerous corporate matters, including in:
 - its initial public offering — which was named among the top matters in the Finance category in the *Financial Times*' 2013 U.S. Innovative Lawyers report;
 - several secondary offerings of its common stock by funds managed by Apollo Global Management;

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- several secured and unsecured high-yield notes offerings; and
 - an approximately \$2.7 billion exchange transaction pursuant to which holders of Realogy's unsecured notes exchanged such notes for either convertible notes or new longer-dated notes;
 - New Residential Investment Corp. (a REIT) in numerous corporate matters including in:
 - several common stock offerings; and
 - its acquisition of Home Loan Servicing Solutions, Ltd.;
 - Newcastle Investment Corp. (a REIT) in numerous corporate matters, including in:
 - its spin-off of New Residential Investment Corp.;
 - its spin-off of New Senior Investment Group; and
 - several common stock offerings;
 - New Senior Investment Group (a REIT) in its approximately \$240 million common stock offering
 - Brookdale Senior Living in its initial public offering and subsequent follow-on offerings;
 - PHH Corporation in several unsecured high-yield notes offerings and a convertible notes offering;
 - Oppenheimer Holdings Inc. in a \$200 million senior secured high-yield notes offering;
 - Pamplona Capital Management in its \$150 million PIPE investment in Lumos Networks Corp.;
 - Morgan Stanley, Barclays, Citigroup and Credit Suisse, as co-lead managers, in the initial public offering of New Fortress Energy LLC;
 - the underwriters in several equity offerings by New Media Investment Group, Inc.;
 - J.P. Morgan, Barclays and Credit Suisse, as co-lead managers, in the initial public offering of Caesarstone Sdot-Yam Ltd. and in Caesarstone's subsequent secondary offering;
 - Citi, Goldman and Deutsche, as co-lead managers, in the initial public offering of Graham Packaging Company Inc.; and
 - BofA Merrill Lynch and Citi, as joint book-running managers, in a \$1.25 billion investment-grade senior notes offering for TD AMERITRADE Holding Corporation.