

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

"Key Considerations for Non-US
Companies Listing in the US," *Skadden,
Arps, Slate, Meagher & Flom LLP*, June
17, 2020

"SEC Adopts Changes to Financial
Disclosure Requirements for
Acquisitions and Dispositions,"
*Skadden, Arps, Slate, Meagher & Flom
LLP*, May 28, 2020

"Debt Repurchasing Considerations
in an Uncertain Market," *Skadden,
Arps, Slate, Meagher & Flom LLP*, April
8, 2020

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

Mr. Schwartz 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.

Additionally, he represents issuers and underwriters in SPAC offerings, including Ajax I in its approximately \$800 million initial public offering and Waldencast Acquisition Corp. in its \$250 million initial public offering; and the underwriters in the IPOs of Aequi Acquisition Corp., Altimar Acquisition Corp., Khosla Ventures Acquisition Co. I-IV, L&F Acquisition Corp. and VectaIQ Acquisition Corp. II. He represented Morgan Stanley in a first-of-its-kind Stakeholder Aligned Initial Listing (SAILSM) by Health Assurance Acquisition Corp. He also represents companies in de-SPAC transactions, including Perella Weinberg Partners in its \$975 million business combination with FinTech Acquisition Corp. IV.

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), previously honored as one of the Equity Deals of the Year by the *International Financial Law Review*; and
 - the private sale to Nomura Holdings, Inc. of a 15% interest for \$888 million;
- New Residential Investment Corp. (a REIT) in numerous corporate matters, including in:
 - a \$600 million capital raise through a private senior secured loan agreement and the issuance of warrants;
 - several common and preferred stock offerings; and
 - its acquisition of Home Loan Servicing Solutions, Ltd.;
- New Senior Investment Group (a REIT) in its:
 - approximately \$240 million common stock offering; and
 - in connection with its publicly announced exploration of strategic alternatives and subsequent internalization of management;
- Ares Management LLC and Fortress Investment Group LLC in an investment in Chimera Investment Corporation through a \$400 million senior secured term loan and issuance of warrants;
- Perella Weinberg Partners in a variety of matters for both its asset management and advisory businesses, including the spin-out of its growth equity platform to GreyLion Capital LP;

Michael J. Schwartz

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- 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;
 - Morgan Stanley, Barclays, Citigroup and Credit Suisse, as co-lead managers, in the initial public offering of New Fortress Energy LLC;
 - Applied Therapeutics, Inc. in its \$143 million follow-on offering, its at-the-market offering of up to \$100 million of common stock and its \$20 million private placement of common stock;
 - Drive Shack Inc. (formerly Newcastle Investment Corp.) in connection with its conversion from a REIT to a C-Corporation and subsequent internalization of management;
 - Sculptor Capital Management, Inc. in its:
 - recapitalization involving a significant equity reallocation from its founding partners to current management;
 - \$400 million 144A senior notes offering; and
 - \$400 million private placement of preferred units;
 - 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;
 - 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;
 - 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;
 - 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 several senior secured high-yield notes offerings;
 - Pamplona Capital Management in its \$150 million PIPE investment in Lumos Networks Corp.;
 - 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.
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