

Partner, New York

Capital Markets; Financial Institutions



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## Education

J.D., The University of Chicago  
Law School, 2000

B.A., Yale University, 1995

## Bar Admissions

New York

Dwight Yoo's practice focuses on capital markets and other corporate transactions, with extensive experience in the insurance industry and financial institutions technology sector. Mr. Yoo represents issuers, investment banks and private equity firms in IPOs and other public offerings and private placements of equity, debt and hybrid securities, exchange offers and consent solicitations, restructurings, mergers and acquisitions, joint ventures and separation transactions. He also counsels clients on corporate governance and securities laws matters.

Selected experience includes:

- Kinsale Capital Group, Inc. in its IPO, follow-on offerings, private placements and general corporate matters
- Enact Holdings, Inc.'s IPO and related separation transactions from Genworth Financial
- Assurant, Inc.'s \$2 billion carve-out IPO and related reorganization transactions, the follow-on common stock offering and the issuance of mandatorily exchangeable bonds by Fortis Insurance in connection with Fortis' complete exit from ownership of Assurant through a series of transactions, representing the underwriters and the initial purchasers
- NFP Corp. in its sponsor-backed IPO, follow-on common stock offerings, convertible notes offerings, exchange offers and the company's acquisition by an affiliate of Madison Dearborn Partners
- BRP Group, Inc.'s IPO and follow-on offerings, representing the underwriters
- Essent Group Ltd.'s sponsor-backed IPO and other capital markets transactions, representing the underwriters
- Trean Insurance Group, Inc. in its sponsor-backed IPO and follow-on common stock offering
- Zoetis Inc.'s \$2.6 billion carve-out IPO and related separation transactions
- BankUnited, Inc. in its sponsor-backed IPO, which was recognized by the *Financial Times* in its U.S. Innovative Lawyers report, as well as in follow-on common stock offerings and senior notes offerings
- OPENLANE, Inc. (f/k/a KAR Auction Services, Inc.) in its sponsor-backed IPO, follow-on common stock offerings and block trades, high-yield notes issuances, tender offers and notes redemptions, and general corporate matters
- Tumi Holdings, Inc. in its sponsor-backed IPO, follow-on common stock offerings and general corporate matters
- Cowen Group, Inc. in its carve-out IPO
- the sponsor-backed IPOs of Amalgamated Bank and Origin Bancorp, Inc., representing the selling stockholders
- the \$1.5 billion offering of common shares of Everest Re Group, Ltd., representing the underwriters
- Acrisure in over \$10 billion of recapitalizations, preferred stock and debt issuances, and a broad range of corporate transactions and matters
- The Coca-Cola Company in its bond issuances worldwide, including, as reported by *The Wall Street Journal*, the then-largest issuance of Euro-denominated bonds (€8.5 billion) by a U.S. company on record, and in tenders offers and consent solicitations

# Dwight S. Yoo

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- Citigroup Inc. in over \$40 billion of preferred stock offerings, \$6 billion of FDIC-guaranteed notes offerings, \$12 billion of trust preferred securities offerings, a \$5 billion common stock offering and a \$25 billion TARP preferred stock issuance to the U.S. Department of the Treasury
  - American Express Company in a number of capital raises and liability management transactions, representing the underwriters
  - Sea Limited in multiple offerings, including its \$7 billion concurrent offerings of convertible notes and American depositary shares (the reported largest offering by a Southeast Asia-based company) and general corporate matters
  - MetLife, Inc. and subsidiary capital markets transactions, representing the underwriters and dealers in over \$50 billion of multicurrency capital markets offerings
  - F&G Annuities & Life, Inc. in its senior notes offering and Fidelity National Financial, Inc. in its approximately 15% spin-off distribution of the company
  - Jackson Financial Inc. capital markets transactions and Jackson National Life Global Funding notes issuances, representing the underwriters and initial purchasers
  - American Equity Investment Life Holding Company in various capital markets transactions, including its issuance of fixed-rate reset noncumulative preferred stock
  - PCF Insurance Services in various corporate transactions
  - Liberty Mutual Insurance Company in the establishment of a collateralized reinsurance sidecar-type program that included the issuance of voting and nonvoting participating notes in segregated accounts of a newly established special purpose reinsurer named Limestone Re Ltd.
  - the structuring, formation and \$1.5 billion initial capital raise of Bermuda insurer Fidelis Insurance Holdings Limited, one of the largest industry initial capital raises, for a consortium of investors
  - Two Sigma Investments LLC in the structuring, formation and funding of Hamilton Insurance Group Ltd. and Hamilton's acquisition of S.A.C. Re, Ltd. (renamed Hamilton Re, Ltd.)
  - the structuring and \$800 million funding of ABR Reinsurance Capital Holdings Ltd., a newly formed Bermuda reinsurer sponsored by affiliates of Chubb Limited (formerly, ACE Limited) and BlackRock, Inc., representing the placement agents
  - the structuring and \$500 million funding of Harrington Reinsurance Holdings Limited, a newly formed Bermuda reinsurer sponsored by affiliates of AXIS and Blackstone, representing the placement agents
  - the formation and capital raise of a \$1 billion reinsurance joint venture between a leading financial institution and a Middle East-based sovereign wealth fund, which contemplated both a Bermuda reinsurer and a Lloyd's operation
  - catastrophe bond and other insurance-linked securities transactions for various sponsors, including Great American Insurance Company
  - XL Group plc in the \$1 billion issuance of Tier 2 "own funds" Solvency II Directive-compliant subordinated notes in connection with its \$4.2 billion cash-and-stock acquisition of Catlin Group Limited, and XL Capital in its \$2.5 billion offering of equity security units and ordinary shares, as well as related reorganization transactions and regulatory matters
  - Endurance Specialty Holdings Ltd. in multiple capital markets offerings
  - Validus Holdings, Ltd. in multiple capital markets offerings
  - Wilton Re in its inaugural debt securities offering through a finance subsidiary and its \$1.8 billion sale to Canada Pension Plan Investment Board
  - TPG funds in three secondary sales of Assurant, Inc. common stock with gross proceeds of approximately \$1 billion following the sale of The Warranty Group to Assurant
  - State Farm in the \$450 million investment in preferred shares of Desjardins Group's post-closing property and casualty business in connection with the \$1.5 billion sale of its Canadian operations to Desjardins
- Mr. Yoo is a global co-chair of the firm's Diversity, Equity and Inclusion Committee. He also is committed to *pro bono* service and twice received the Legal Aid Society's Pro Bono Award for Outstanding Service for his representation of low-income tenants in matters involving the New York City Housing Authority. In addition, he was a fellow in the Leadership Council on Legal Diversity program, a yearlong leadership initiative.

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## Selected Publications

Capital Markets Alert: “SEC Grants Broker-Dealers Permanent Exemptive Relief From Rule 15c2-11 for Fixed-Income Securities Sold Under Rule 144A Safe Harbor,” *Skadden Publication*, November 7, 2023

Capital Markets Alert: “SEC Division of Corporation Finance Publishes Guidance for Registrants as Government Shutdown Looms,” *Skadden Publication*, September 28, 2023

Capital Markets Alert: “2024 SEC Filing Deadlines and Financial Statement Staleness Dates,” *Skadden Publication*, September 26, 2023

Capital Markets Alert: “SEC Adopts T+1 Settlement Cycle for Most Securities Transactions but Permits T+2 for Firm Commitment Offerings,” *Skadden Publication*, February 20, 2023

Capital Markets Alert: “SEC Delays by Two Years Implementation of Rule 15c2-11 for Private Issuers of Rule 144A Debt Securities,” *Skadden Publication*, December 12, 2022

Capital Markets Alert: “Revisiting Share Repurchases in Volatile Times,” *Skadden Publication*, March 17, 2022

Capital Markets Alert: “SEC Proposes Amendments to Rule 144 and Form 144,” *Skadden Publication*, January 7, 2021

Capital Markets Alert: “NYSE Direct Listing Rules Approved; Nasdaq Proposes Substantially Similar Rules,” *Skadden Publication*, January 6, 2021

Capital Markets Alert: “SEC Staff Issues CF Disclosure Guidance on Conflicts of Interest and Special Purpose Acquisition Companies,” *Skadden Publication*, December 29, 2020

Capital Markets Alert: “2021 SEC Filing and Staleness Calendars and Annual Regulatory Review,” *Skadden Publication*, December 10, 2020

Capital Markets Alert: “Holding Foreign Companies Accountable Act Poised To Be Signed Into Law,” *Skadden Publication*, December 3, 2020

Capital Markets Alert: “SEC Adopts Amendments To Exempt Offering Framework,” *Skadden Publication*, November 13, 2020

Capital Markets Alert: “SEC Stays NYSE Rules on Primary Direct Listings,” *Skadden Publication*, September 4, 2020

Capital Markets Alert: “SEC Modernizes Business Description, Legal Proceedings and Risk Factors Disclosure Requirements,” *Skadden Publication*, August 31, 2020

Capital Markets Alert: “SEC Expands Accredited Investor Definition To Allow More Participation in Private Offerings,” *Skadden Publication*, August 28, 2020

Capital Markets Alert: “Key Considerations for Non-US Companies Listing in the US,” *Skadden Publication*, June 17, 2020

Capital Markets Alert: “SEC Adopts Changes to Financial Disclosure Requirements for Acquisitions and Dispositions,” *Skadden Publication*, May 28, 2020

Capital Markets Alert: “Debt Repurchasing Considerations in an Uncertain Market,” *Skadden Publication*, April 8, 2020

Capital Markets Alert: “SEC Adopts Amendments to the Accelerated Filer and Large Accelerated Filer Definitions,” *Skadden Publication*, March 31, 2020

Capital Markets Alert: “Exempt Offerings Move Towards Expanding Capital Access and Investment Opportunities,” *Skadden Publication*, March 16, 2020

Capital Markets Alert: “Share Repurchases,” *Skadden Publication*, March 16, 2020

Capital Markets Alert: “SEC Adopts Amendments to Rules 3-10 and 3-16 of Regulation S-X in Certain Registered Debt Offerings,” *Skadden Publication*, March 9, 2020