

Partner, New York

Capital Markets; Financial Institutions



T: 212.735.2573  
dwight.yoo@skadden.com

## 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 and financial institutions sectors. Mr. Yoo represents investors, issuers, sponsors and investment banks in public offerings and private placements of equity, debt and hybrid securities, exchange offers and consent solicitations, restructurings, mergers and acquisitions, joint ventures and reinsurance sidecar and other insurance-linked securities transactions. He also counsels clients on corporate governance and securities laws matters.

Selected experience includes:

- 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, as well as tender offers and consent solicitations;
- Sea Limited in multiple offerings, including its \$7 billion concurrent offerings of convertible notes and American depository shares (the reported largest offering by a Southeast Asia-based company) and general corporate matters;
- MetLife, Inc. in subsidiary capital markets transactions, representing the underwriters and dealers in over \$50 billion of multi-currency capital markets offerings;
- Acrisure in its recapitalizations, preferred stock and debt issuances, as well as a broad range of corporate transactions and matters;
- American Express Company, representing the underwriters in a number of capital raises and liability management transactions;
- 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;
- Pfizer in the \$2.6 billion carve-out IPO of its animal health business, Zoetis Inc.;
- Kinsale Capital Group, Inc., a specialty insurance group specializing in excess and surplus lines, in its IPO, follow-on offerings, private placements and general corporate matters;
- KAR Auction Services, Inc. in its \$2.2 billion sale of its U.S. physical auction business to Carvana, as well as 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;
- 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;
- the underwriters and initial purchasers in Jackson Financial Inc.'s capital markets transactions and Jackson National Life Global Funding's notes issuances;
- American Equity Investment Life Holding Company in various capital markets transactions, including its issuance of fixed-rate reset noncumulative preferred stock;
- the underwriters in BRP Group, Inc.'s capital markets transactions, including IPO and follow-on offerings;
- PCF Insurance Services in various corporate transactions;

# Dwight S. Yoo

Continued

- 
- NFP Corp. in its sponsor-backed IPO, follow-on common stock offerings, convertible notes offerings, exchange offers and the company's \$1.3 billion sale to an affiliate of Madison Dearborn Partners;
  - Assurant, Inc., representing the underwriters in the \$2 billion carve-out IPO and related reorganization transactions, as well as the underwriters and initial purchasers in 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;
  - the TPG funds in three secondary sales of Assurant, Inc.'s common stock with gross proceeds of approximately \$1 billion following the sale of The Warranty Group to Assurant;
  - Enact Holdings, Inc.'s IPO in connection with its separation from Genworth Financial;
  - the underwriters in Essent Group Ltd.'s capital markets transactions, including its sponsor-backed IPO;
  - 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 offerings and senior notes offering;
  - CoVenture in its investment in Consumer Edge;
  - Liberty Mutual Insurance Company in the establishment of a collateralized reinsurance sidecar-type program, including the issuance of voting and non-voting participating notes in segregated accounts of a newly established special purpose reinsurer, Limestone Re Ltd.;
  - the structuring, formation and \$1.5 billion initial capital raise of Bermudan insurer Fidelis Insurance Holdings Limited, one of the industry's largest 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 placement agents in the structuring and \$500 million funding of Harrington Reinsurance Holdings Limited, a newly formed Bermudan reinsurer sponsored by affiliates of AXIS and Blackstone;
  - 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 Bermudan 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 US\$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 and related reorganization transactions and regulatory matters;
  - State Farm in the \$450 million investment in preferred shares of Desjardins Group's post-closing property and casualty business in connection with State Farm's \$1.5 billion sale of its Canadian operations to Desjardins Group;
  - Endurance Specialty Holdings Ltd. in a number capital markets offerings;
  - Validus Holdings, Ltd. in a number of capital markets offerings;
  - Wilton Re in its inaugural debt securities offering through a finance subsidiary, and in its \$1.8 billion sale to Canada Pension Plan Investment Board;
  - Tumi Holdings, Inc. in its sponsor-backed IPO and three follow-on common stock offerings with over \$1 billion in gross proceeds;
  - Trean Insurance Group, Inc. in its sponsor-backed IPO and follow-on common stock offering; and
  - John Hancock Life Insurance Company in its reinsurance transaction pursuant to which it ceded to New York Life a net 60% quote share of a closed block of approximately 1.3 million in-force participating life insurance policies with a face amount of more than \$25 billion and the related acquisition by John Hancock of New York Life's retirement plan services business.
- Mr. Yoo is a co-chair of the firm's global Diversity, Equity & Inclusion Committee and is a past president of the Asian American Bar Association of New York. Mr. Yoo 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 New York City Housing Authority matters.
-

---

## Publications

Capital Markets Alert: “SEC Adopts T+1 Settlement Cycle for Most Securities Transactions but Permits T+2 for Firm Commitment Offerings,” *Skadden, Arps, Slate, Meagher & Flom LLP*, February 20, 2022

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

Capital Markets Alert: “Revisiting Share Repurchases in Volatile Times,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 17, 2022

Capital Markets Alert: “SEC Proposes Amendments to Rule 144 and Form 144,” *Skadden, Arps, Slate, Meagher & Flom LLP*, January 7, 2021

Capital Markets Alert: “NYSE Direct Listing Rules Approved; Nasdaq Proposes Substantially Similar Rules,” *Skadden, Arps, Slate, Meagher & Flom LLP*, January 6, 2021

Capital Markets Alert: “SEC Staff Issues CF Disclosure Guidance on Conflicts of Interest and Special Purpose Acquisition Companies,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 29, 2020

Capital Markets Alert: “2021 SEC Filing and Staleness Calendars and Annual Regulatory Review,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 10, 2020

Capital Markets Alert: “Holding Foreign Companies Accountable Act Poised To Be Signed Into Law,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 3, 2020

Capital Markets Alert: “SEC Adopts Amendments To Exempt Offering Framework,” *Skadden, Arps, Slate, Meagher & Flom LLP*, November 13, 2020

Capital Markets Alert: “SEC Stays NYSE Rules on Primary Direct Listings,” *Skadden, Arps, Slate, Meagher & Flom LLP*, September 4, 2020

Capital Markets Alert: “SEC Modernizes Business Description, Legal Proceedings and Risk Factors Disclosure Requirements,” *Skadden, Arps, Slate, Meagher & Flom LLP*, August 31, 2020

Capital Markets Alert: “SEC Expands Accredited Investor Definition To Allow More Participation in Private Offerings,” *Skadden, Arps, Slate, Meagher & Flom LLP*, August 28, 2020

Capital Markets Alert: “Key Considerations for Non-US Companies Listing in the US,” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 17, 2020

Capital Markets Alert: “SEC Adopts Changes to Financial Disclosure Requirements for Acquisitions and Dispositions,” *Skadden, Arps, Slate, Meagher & Flom LLP*, May 28, 2020

Capital Markets Alert: “Debt Repurchasing Considerations in an Uncertain Market,” *Skadden, Arps, Slate, Meagher & Flom LLP*, April 8, 2020

Capital Markets Alert: “SEC Adopts Amendments to the Accelerated Filer and Large Accelerated Filer Definitions,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 31, 2020

Capital Markets Alert: “Exempt Offerings Move Towards Expanding Capital Access and Investment Opportunities,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 16, 2020

Capital Markets Alert: “Share Repurchases,” *Skadden, Arps, Slate, Meagher & Flom LLP*, 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, Arps, Slate, Meagher & Flom LLP*, March 9, 2020

Capital Markets Alert: “SEC Proposes Amendments To Expand Accredited Investor Definition,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 23, 2019

Capital Markets Alert: “SEC Rejects NYSE’s Proposed Rules on Direct Listings,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 9, 2019