

Vanessa J. Schoenthaler

SHAREHOLDER

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Vanessa Schoenthaler serves as trusted securities counsel to companies and investors as they raise capital, navigate public company obligations and execute strategic transactions. Her practice combines sophisticated transactional experience with ongoing governance and regulatory counseling, allowing her to advise clients at every stage of growth.

Vanessa represents companies, sponsor teams, investors and financial intermediaries in equity and debt financing transactions including initial public offerings of operating companies and special purpose acquisition companies (SPACs), follow-on equity, equity-linked and debt offerings. She also advises clients on mergers and acquisitions, joint ventures, dispositions and equity compensation arrangements. In addition to her capital markets work, Vanessa advises domestic and international sponsors, private funds and investment managers on fund formation and operations, investment adviser registration, regulatory compliance and investment structuring across a range of asset classes. Vanessa also represents institutional and other investors in connection with fund investments.

Companies, funds and investors turn to Vanessa for guidance on periodic and ongoing SEC reporting and disclosure obligations, corporate governance policies and practices, and securities exchange requirements as they navigate evolving regulatory obligations and strategic business objectives.

Education

- Elisabeth Haub School of Law at Pace University (J.D., 2004)
- State University of New York at Stony Brook (B.A., 2001)

Bar Admissions

- New York

Memberships

- American Bar Association

Capabilities

- Securities & Corporate Finance
- Debt & Equity Capital Markets
- Corporate Governance
- Corporate & Transactional

Matters

- Represented a public real estate partnership in a \$750 million IPO and subsequent acquisition of a REIT through a registered exchange offer.
- Represented an AI video surveillance and security company in its direct listing on Nasdaq and \$50 million equity financing.
- Represented a \$100 million SPAC in connection with its business combination with a Singapore-based operating company.
- Represented a REIT in connection with a Regulation A offering raising more than \$100 million.
- Represented the chief executive officer of a NASDAQ-listed company with respect to Hart-Scott-Rodino filings in connection with the exercise of stock options and the structuring of a Rule 10b5-1 trading plan.
- Represented a foreign investor in a Series A investment in a consumer products company in the dental space.
- Represented the chief executive officer of a NYSE-listed company in negotiating a severance package.
- Represented a venture capital fund with more than \$100 million in commitments in establishing, maintaining and unwinding several co-investment vehicles.
- Represented a private equity fund with more than \$1 billion in assets under management in a series of debt investments in an OTC-listed alternative energy company, including with respect to related Schedule 13D filing requirements.
- Represented a family office in a series of venture capital investments in a fashion company.
- Represented a private company in a \$30 million ESOP offering, including with respect to state Blue Sky requirements.
- Represented a financial sponsor in the acquisition of a registered investment adviser with more than \$50 million in assets under management.