

Partner, New York

Executive Compensation and Benefits; Corporate Governance



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Education

J.D., Emory University School of Law

M.M., New England Conservatory of Music

B.M., San Francisco Conservatory of Music

Bar Admissions

New York

Michael Wiseman advises public and private companies on compensation and benefits aspects of domestic and cross-border transactions. Mr. Wiseman counsels companies, boards of directors, independent and compensation committees, executive management teams and members of management on executive compensation matters that arise in the ordinary course of business and with respect to extraordinary events, including leadership transitions.

He also regularly provides tax planning advice with respect to Internal Revenue Code Sections 409A and 162(m), as well as the excise tax on “golden parachute” payments under Sections 280G and 4999 and related sections. In addition, Mr. Wiseman assists clients with the design and implementation of equity- and cash-based incentive plans and awards, profit and capital interest participation in partnership and LLC arrangements, and executive and nonexecutive employment, severance, retention and change-in-control programs and agreements. He also frequently advises clients regarding SEC rules governing compensation- and benefits-related disclosures, equity-related registration requirements, and exemptions and compliance with related rules under NYSE and Nasdaq listing standards.

Selected representative experience for Mr. Wiseman includes:

Public Company Matters

- Achillion in its sale to Alexion for up to \$1.225 billion
- American Express Global Business Travel in its:
 - \$5.3 billion business combination with Apollo Strategic Growth Capital, pursuant to which American Express Global Business Travel became the world’s largest publicly traded B2B travel platform
 - acquisition of CWT
 - acquisition of Egencia from Expedia Group
 - acquisition of Ovation Travel Group
- ArQule in its sale to Merck for \$2.7 billion
- Aspirational Consumer Lifestyle Corp. in its \$2.1 billion merger with Wheels Up Partners Holdings LLC
- Banc of California in its merger with PacWest Bancorp and its concurrent \$400 million equity raise from Warburg Pincus and Centerbridge
- Dover Corporation in the \$2 billion sale of its environmental solutions group to Terex
- DuPont in its \$11 billion sale of the majority of DuPont’s mobility and materials business to Celanese and its \$2.3 billion acquisition of Laird Performance Materials
- Endo International plc and Endo Health Solutions in various matters, including the \$540 million acquisition of BioSpecifics Technologies Corp.
- eToro Group Ltd. in its planned merger with FinTech Acquisition Corp. V for an entity value of \$10.4 billion. At the time of the deal’s execution, this transaction would have been the fintech sector’s largest-ever de-SPAC transaction
- Flagstar Bancorp, Inc. in its \$2.6 billion all-stock merger with New York Community Bancorp, Inc.

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- Fortive in its tax-free spin-off of Vontier
 - Granite Point Mortgage Trust Inc. (a REIT) in matters relating to its internalization of management
 - Honeywell International Inc. in its \$1.3 billion acquisition of Sparta Systems, Inc. from New Mountain Capital
 - New York Community Bancorp in its recapitalization via a capital raise led by Liberty Strategic Capital, Hudson Bay and Reverence Capital
 - Social Capital Hedosophia in various transactions, including its \$4.8 billion merger with Opendoor Labs
 - WABCO Holdings Inc. in its \$7 billion acquisition by ZF Friedrichshafen AG
 - Worldpay in its \$43 billion merger with FIS
 - Zurich Insurance Group in the \$600 million sale of its personal travel insurance business to AIG

Private Equity and Financial Sponsor Matters

- Black Diamond Capital Management, L.L.C., along with InvestIndustrial, in their \$425 million acquisition of the phenolic specialty resin, hexamine and European forest products resins businesses of Hexion Inc.
- Convera in its \$910 million acquisition of Western Union Business Solutions
- Dayco, LLC in connection with its sale to private equity firm Hidden Harbor Capital Partners
- JAB Holding Company-sponsored National Veterinary Associates in its \$1.1 billion acquisition of SAGE Veterinary Centers from Chicago Pacific Founders and its \$1.65 billion acquisition of Ethos Veterinary Health from BBH Capital Partners (including its subsequent hospital divestitures to Nordic Capital-sponsored United Veterinary Care and Percheron Capital-sponsored Veritas Veterinary Partners)
- SDC Capital Partners in its acquisition of a majority stake in Fatbeam Holdings, LLC

Selected Management Representations and Transitions

- Lionel Messi in his agreement to play for Major League Soccer club Inter Miami CF
- the management team of Apteon, Inc., a global provider of mission-critical enterprise software solutions backed by TA Associates and Charlesbank Capital Partners, in the strategic investment in Apteon by Insight Partners and exit of Vista Equity Partners

- the founders and controlling stockholders of Asklepios BioPharmaceuticals, Inc. (AskBio) in the sale of AskBio to Bayer AG for \$2 billion upfront and up to \$2 billion in contingent consideration upon the achievement of certain milestones
- the management team of Pattern Energy Group Inc., led by CEO Michael Garland, in the \$6.1 billion take-private of Pattern by Canada Pension Plan Investment Board and the concurrent combination with Pattern Energy Group Holdings 2 LP (Pattern Development)
- several *Fortune* 500 companies, including their boards of directors and special committees, in transitions of senior management

Prior to joining Skadden, Mr. Wiseman's major representations included Enbridge's \$43 billion acquisition of Spectra and Joe Tsai's acquisition of a 51% controlling interest in the Brooklyn Nets from Mikhail Prokhorov.

Mr. Wiseman is actively involved in Skadden's training, recruiting and mentoring programs and has provided *pro bono* legal services to a variety of clients, including with respect to immigration and bankruptcy matters. He also is the co-author of an ongoing series of articles on *Bloomberg Law* that explore executive compensation considerations arising in M&A transactions.

A cellist, Mr. Wiseman spent several years prior to practicing law playing in professional orchestras and conservatories.

Selected Publications

"The Third Attempt: Banking Agencies Revive Incentive-Based Compensation Rules for Financial Institutions," *Skadden Publication*, May 21, 2024

"FTC Ban on Noncompetes Now Slated To Take Effect on September 4," *Skadden Publication*, May 8, 2024

"FTC's Final Rule Banning Worker Noncompete Clauses: What It Means for Employers," *Skadden Publication*, April 24, 2024

"FTC Expected To Issue Final Rule Banning Many Noncompetes on April 23," *Skadden Publication*, April 19, 2024

"2024 Compensation Committee Handbook," *Skadden Publication*, 2024

"Executive Compensation Guide: Executive Compensation Considerations in Mergers and Acquisitions," *Bloomberg Law*, November 2023

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“December 1 Deadline Approaches for Listed Companies To Adopt a Dodd-Frank Compliant Clawback Policy,” *Skadden Publication*, November 20, 2023

“Executive Compensation Due Diligence in M&A Transactions,” *Bloomberg Law*, August 2023

“SEC Approves Stock Exchange Rules for Dodd-Frank Clawbacks,” *Skadden Publication*, June 16, 2023

“NYSE and Nasdaq Postpone Effective Date of Dodd-Frank Clawback Requirements,” *Skadden Publication*, June 9, 2023

“SEC Provides Update on Timing of Dodd-Frank Clawback Rules,” *Skadden Publication*, April 28, 2023

“2023 Compensation Committee Handbook,” *Skadden Publication*, 2023

“SEC Guidance Clarifies Some Issues Regarding Pay-Versus-Performance Disclosure, but Leaves Questions Unanswered,” *Skadden Publication*, February 28, 2023

“Executive Compensation & Carve-Out Transactions,” *Bloomberg Law*, January 2023

“Executive Compensation & Private Company M&A Transactions,” *Bloomberg Law*, September 2022

“Executive Compensation & Public Company M&A Transactions,” *Bloomberg Law*, July 2022