

Capital Markets Group Of The Year: Latham

By **McCord Pagan**

Law360 (February 8, 2022, 2:00 PM EST) -- Latham & Watkins LLP helped represent Sweden's Oatly for its \$1.4 billion initial public offering and Warby Parker for its direct listing that later saw the company valued at \$6 billion, helping the firm earn a place among Law360's 2021 Capital Markets Groups of the Year.

The firm's capital markets practice includes more than 450 attorneys around the world in offices such as New York, London, Tel Aviv, Chicago and Washington, D.C., and the firm overall has more than 3,000 lawyers.

In 2021, Latham represented companies and underwriters for more than 1,070 debt and equity deals, helping raise more than \$765 billion around the world, the firm said in a statement on Jan. 11. Citing Deal Point Data, the firm said that in 2021 it was ranked first in the U.S. for IPOs by deal count and total value, and first for special purpose acquisition company mergers, another method of taking companies public.

"Capital markets at Latham is one of the hallmark practices," Latham's global chair of capital markets Ian Schuman said.

"For each of these deals that we do, obviously it continues to grow the brand, it continues to expand the thought leadership of the Latham capital markets group into the marketplace, which again attracts more opportunity," he said.

Latham developed a physical footprint in many cities through its capital markets group, Schuman said, adding that the firm tends to continue representing corporate clients even after they've gone public.

"It's become a very important part of our overall strategy in terms of how the firm has been growing and adding relationships over time, a lot of it is going through our capital markets group," he said.

In May, Latham represented Oatly Group AB in its \$1.4 billion IPO on the Nasdaq, an offering that required what Schuman describes as the firm's expertise in taking foreign businesses public in the U.S. One of the issues the firm faced was Oatly's ownership by a Chinese state-owned enterprise and a Belgian investment firm.



"It shows how the varied complexities of a foreign private issuer come into play given the number of jurisdictions involved, and we were particularly well suited for it," Schuman said.

In addition to its New York office, the firm had attorneys in Asia and Europe preparing the IPO, he said.

Oatly calls itself the world's largest oat milk company and sells an array of plant-based alternatives to dairy products including ice cream, yogurt, cooking creams and spreads.

"We expect more foreign private issuers to continue to come into the U.S., and then I think you'll find that Latham continues to be particularly well-suited for those companies," Schuman said.

In September, Latham also represented eyeglass retailer and public benefit corporation Warby Parker for its direct listing on the New York Stock Exchange, which happened just a day after the firm guided consumer behavior analytics firm Amplitude in its own direct listing.

In a direct listing, a company lists existing shares and does not raise cash, as it would in a traditional IPO. However, the company was valued at about \$6 billion by the end of its first day of trading after its shares rose about 35% from a \$40 reference price.

"Direct listings are in our DNA, and we have a sizable market leadership position," Latham partner Marc Jaffe said.

The Warby Parker listing in particular involved aspects that Latham is good at, such as representing public benefit corporations that are direct-to-consumer, involve disruptive technology and have environmental, social and governance factors, or ESG, as a focus, he said.

"ESG-focused companies and transactions have become part of what we like to think we help innovate in," Jaffe said.

In May, Latham helped represent Ginkgo Bioworks as it announced its \$15 billion valuation as part of the company's go-public deal with blank check company Soaring Eagle Acquisition Corp., one of the largest such deals announced in 2021, Schuman said. The deal closed in September.

Ginkgo uses synthetic DNA to design custom organisms for use in products including fragrances and sweeteners, as well as mRNA vaccines and animal-free proteins, while Soaring Eagle was a New York-based SPAC founded by former MGM CEO Harry Sloan and ex-CBS Entertainment President Jeff Sagansky.

Such deals, also known as de-SPAC transactions, involve a few different elements, such as capital markets, public company representation and mergers and acquisitions, Schuman said.

"You have to have effectively best in class practice areas across M&A, capital markets, public company route and all the other supporting elements that go along with that," he said.

--Additional reporting by Tom Zanki, Emma Whitford and Benjamin Horney. Editing by Adam LoBelia.