

# BARACK FERRAZZANO

Barack Ferrazzano Kirschbaum & Nagelberg LLP

## Robert M. Fleetwood

Partner

Rob is part of the financial institutions group and is the head of the group's securities law practice area. Rob concentrates his practice on financial institutions, securities, and general corporate matters. He regularly represents financial institutions on public and private securities offerings, recapitalizations, mergers and acquisitions and contract negotiations. He has recently been assisting clients with the various government programs aimed at assisting financial institutions through the current economic environment. Additionally, Rob works closely with clients on their continued compliance with federal and state securities laws, including reporting under the Securities Exchange Act and with corporate governance.

Rob was an adjunct professor of securities law in the graduate program in financial services law at the Chicago Kent College of Law for five years. He is also a guest lecturer on banking and technology at the Northwestern University School of Law. Rob is also a frequent speaker in the financial institutions and securities law areas to trade associations and professionals.

### Representative Matters

- Debt and Equity Financings  
Represented numerous financial institutions in private offerings of debt securities to enhance current capital positions. Successfully structured acquisitions of troubled banks through use of preferred and convertible instruments, including buyer price protections
- Mergers and Acquisitions  
Lead counsel on acquisitions and sales of financial institutions totaling more than \$1.5 billion in consideration. Counsel to successful buyers of failed banks, and ongoing representation of potential buyers in the FDIC bidding process.
- Securities Regulation and Compliance for Publicly-Traded Bank Holding Companies  
Represent multiple publicly-traded bank holding companies



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### Practices

- Financial Institutions
- Corporate and Securities

### Education

- Northwestern University School of Law, J.D., *cum laude*, 1998
- University of Michigan, B.A., 1995

### Bar & Court Admissions

- State of Illinois

- Treasury's Capital Purchase Program  
Represented a number of financial institutions with respect to their application and receipt of funds under Treasury's Capital Purchase Program

## News

- What audit committees need to know (May 23, 2011)

## Articles and Publications

- Client Action Alert - Jobs Act Impacts SEC Registration (April 12, 2012)
- Client Action Alert - New Proposed Rules on Incentive Compensation Pursuant to Dodd-Frank Act (February 18, 2011)
- Client Action Alert - Treasury Equity Purchases are not Triggers for Payment Under §409A Plans (June 8, 2009)

## Events and Speaking Engagements

- Bank Audit Committee Conference (Chicago, IL/June 2012)
- 2011 Bank Audit Committee Conference (Chicago, IL/June 2011)
- Is Your Bank at Risk? (Webinar/October 2010)
- Insight on Oversight: 2010 Bank Audit Committee Conference (Chicago, IL/June 2010) (June 2010)
- Legal Update for Community Bankers (Chicago, IL/May 2010)
- Corporate Governance Workshop, America's Bank Board Symposium (Austin, TX/September 2009)
- "Insight on Oversight," Bank Director Magazine's 2009 Bank Audit Committee Conference (Chicago, IL/June 2009)
- Emergency Economic Stabilization Act (EESA) (Webinar/October 2008) (October 30, 2008)
- "Capital Purchase Plan and FDIC Update," Illinois Bankers Association CFO Roundtable, December 2008
- Testified in front of Illinois House of Representatives subcommittee regarding the Emergency Economic Stabilization Act of 2008 and related programs, November 2008
- Speaker on Sarbanes-Oxley compliance, Chicago Bar Association

## Professional Activities and Honors

- American Bar Association, Corporate Law and Banking Law Committees
- Adjunct professor of securities law in the graduate program in financial services law at the Chicago Kent College of Law, 2002 - 2007

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Continued

- Guest lecturer on banking and technology at the Northwestern University School of Law, 2001 - present