

J. Brett Pritchard

Partner

Chicago

brett.pritchard@troutman.com

D 312.443.1773



Brett has extensive experience in corporate governance, mergers, and securities offerings, particularly within the insurance industry, and often handles high-stakes transactions and regulatory matters.

OVERVIEW

Brett advises insurance companies, underwriters, and public and private companies in corporate, securities, and finance matters. His practice encompasses public and private offerings of securities, compliance with federal and state securities laws, corporate governance, reorganizations, demutualizations, and mergers and acquisitions. Brett has a deep understanding of the complexities involved in IPOs, equity and debt securities offerings, and corporate restructuring.

Brett collaborates closely with bankruptcy lawyers to address corporate and securities issues related to bankruptcy and acquisitions of troubled companies.

Brett is a frequent speaker and lecturer on corporate and securities law topics, including whistleblowing developments under the Dodd-Frank Act and Sarbanes Oxley Act, and the duties of directors and officers to manage entanglement risk. He also speaks on panels at the Ray Garrett Jr. Corporate and Securities Law Institute of Chicago addressing ethics in transaction negotiation and securities offering reform.

REPRESENTATIVE MATTERS

- Acted as company counsel in IPOs and other offerings of equity and debt securities, including for Houston International Insurance Group, Ltd.; Vericity, Inc.; State National Companies, Inc.; National General Holdings, Inc.; Old Republic International Corporation; Patriot Risk Management, Inc.; and Ottawa Savings Bancorp, Inc.
- Acted as underwriters' counsel in numerous IPOs and other public offerings of equity and debt securities, including Imperial Holdings, Inc.; CastlePoint Holdings, Ltd.; AMERISAFE, Inc.; SeaBright Insurance Holdings Inc.; Tower Group, Inc.; Meadowbrook Insurance Group, Inc.; and RLI Corp.
- Acted as company counsel in the subscription rights demutualization of Members Mutual Holding Company and the related IPO of Vericity, Inc.
- Acted as underwriters' counsel in the subscription rights demutualization/IPO of Eastern Insurance Holdings, Inc., Mercer Insurance Group, and Old Guard Group.
- Acted as counsel to a standby purchaser in the subscription rights demutualization/IPO of ICC Holdings, Inc.

- Represented public and private companies in mergers and acquisitions, sales of assets, and sales of books of insurance business.
- Represented stock and mutual insurance companies, reciprocal inter-insurance exchanges, and mutual holding companies in connection with acquisitions, capital raising, mutual holding company reorganization, and governance matters.
- Acted as company counsel in mutual holding company reorganizations, including Mag Mutual Insurance Company; Fidelity Life Association; Millers First Insurance Company; and First NonProfit Insurance Company.

TOP AREAS OF FOCUS

- Capital Markets
- Corporate
- Corporate Governance
- Insurance + Reinsurance
- Mergers + Acquisitions

ALL AREAS OF FOCUS

- Bankruptcy + Restructuring
- Capital Markets
- Corporate
- Corporate Governance
- Finance + Banking
- Insurance + Reinsurance
- Mergers + Acquisitions

PROFESSIONAL/COMMUNITY INVOLVEMENT

- Member, American Bar Association
- Chancellor and former senior warden, Grace Episcopal Church, Hinsdale, IL
- Guest lecturer, University of Chicago Law School and Chicago-Kent College of Law

PROFESSIONAL EXPERIENCE

- Analyst/programmer, Electronic Data Systems Corporation

EDUCATION AND CERTIFICATIONS

EDUCATION

- Cornell Law School, J.D., 1990, *senior editor, Cornell Law Review*
- Bates College, B.A., *with high honors*, 1984

BAR ADMISSIONS

- Illinois

PUBLICATIONS

- Co-author, “Tighter SEC Cybersecurity Incident Disclosure Requirements Go into Effect Today,” Locke Lord Capital Markets Blog, December 18, 2023.
- Co-author, “SEC Proposes Tighter Cybersecurity Disclosure Requirements,” Locke Lord Capital Markets Blog, March 14, 2022.
- Co-author, “Getting to the Public Markets: SPACs, IPOs and Acquisitions,” InsurTech Investment Summit, May 20, 2021.
- Co-author, “Using SPACs in the Insurance Industry,” *Bloomberg Law*, February 5, 2021.
- Co-author, “Best Practices to Prepare Your Company,” TMX Group: Leveraging Public Capital: An Alternative Financing Option For your Business, June 3, 2020.