Seth A. Winter

Partner

Richmond

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Seth's clients trust his practical, clear advice on their most complex and significant matters, including seizing opportunities for growth while minimizing compliance complications.

OVERVIEW

Seth represents publicly traded companies and financial institutions, including banks and bank holding companies, nonbank lenders, and other fintech and financial services companies, on regulatory, compliance, strategic, corporate law, securities law, and disclosure matters.

He regularly represents financial institutions in mergers and acquisitions, including bank mergers and acquisitions of nonbank institutions. State and nationally chartered community banks, and their boards of directors and executive officers, rely on him to handle a variety of regulatory, compliance, and corporate governance issues; Seth regularly advises boards of directors on legal issues and fiduciary duties in the context of complex strategic transactions. He also represents financial institutions in connection with applications to federal and state regulatory agencies, including applications related to organic and M&A growth, new lines of business, and entry into new geographic markets.

Seth has significant experience advising clients on periodic and current public disclosure obligations, corporate governance issues, annual and special meetings of shareholders, securities exchange listing and compliance issues, and equity and debt offerings.

REPRESENTATIVE MATTERS

Representative Financial Institution M&A and Specialty Capital Markets Experience

- Buyer's counsel in acquisition of community bank by specialty lending company and formation of new bank holding company.
- Seller's counsel in acquisition of bank holding company and subsidiary banks resulting in $14+ billion bank holding company, valued at approximately $190 million.
- Seller's counsel in acquisition of bank holding company and subsidiary bank resulting in $16+ billion bank holding company, valued at $610 million.
- Counsel to public and private banks in multiple bank holding company reorganization transactions.
- Counsel to regional bank in sale of multiple investment advisory businesses and significant equity investment in

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regional advisory platform.

- Counsel to de novo bank in formation and initial capitalization, de novo operating period and follow-on equity offering.
- Counsel to multiple banks in strategic equity investments in a wide range of fintech companies and funds, and in blockchain and stablecoin participants
- Counsel to controlling shareholders of bank holding company regarding review of strategic alternatives and subsequent transaction
- Seller's counsel in acquisition of mortgage lending subsidiary and transition of mortgage lending operations.
- Counsel to senior executive officers in acquisition of bank holding company and subsidiary bank valued at approximately $100 million.
- Buyer's counsel in acquisition of bank holding company and subsidiary bank resulting in $12+ billion bank holding company, valued at $701 million.
- Buyer's counsel in merger of equals resulting in $3 billion bank holding company, valued at $230 million.
- Seller's counsel in merger of equals resulting in $2.5 billion bank holding company, valued at $200 million.
- Seller's counsel in acquisition of bank holding company by private equity backed investment group.
- Seller's counsel in merger of equals resulting in $7+ billion bank holding company, valued at $445 million.
- Seller's counsel in $490 million acquisition of bank holding company, resulting in holding company with $10+ billion in assets.
- Frequent counsel to banks, underwriters, and placement agents in public and private offerings of bank and bank holding company equity and debt securities.
- Counsel to numerous bank holding companies regarding trust preferred securities and related interest deferrals.
- Buyer's and seller's counsel in acquisitions and dispositions by state and national banks of registered investment advisors and related assets.

AWARDS

- *Best Lawyers in America*®: Banking and Finance Law (2027)
- *Legal 500 United States*: Finance: Capital Markets: Debt Offerings: Advice to Issuers (2026)
- *Super Lawyers:* "Rising Star" Virginia: Securities & Corporate Finance (2013-2014 and 2021)

TOP AREAS OF FOCUS

- Banking + Financial Services Regulation
- Community Banking
- Financial Services
- Financial Services Securities + Capital Markets

ALL AREAS OF FOCUS

- Banking + Financial Services Regulation
- Community Banking
- Corporate
- Financial Services
- Financial Services Securities + Capital Markets

EDUCATION AND CERTIFICATIONS

EDUCATION

- University of Virginia School of Law, J.D., 2008, senior editorial board, *Virginia Law & Business Review*
- University of Virginia, B.S., 2005

BAR ADMISSIONS

- Virginia

COURT ADMISSIONS

- Supreme Court of Virginia
- U.S. District Court, Eastern District of Virginia

SPEAKING ENGAGEMENTS

- Speaker, "AI Governance," 2026 Bank Board Forum, September 22, 2026.
- Co-presenter, "Risky Business: Navigating Board Risk Oversight," Bank Board Training Forum, September 12–13, 2024.
- Co-presenter, "SEC Reporting Refresher," Virginia Bankers Association 2019 CFO Conference, August 27, 2019.
- Co-presenter, "Regulatory Trends and the Board's Role," Bank Director Bank Board Training Forum, May 10, 2019.
- Faculty, Virginia Bankers Association School of Bank Management, 2016-2021.
- Co-presenter, "Getting the Deal Done – 2016 Mid-Atlantic M&A and Capital Markets Update," December 1, 2016.
- Presenter, Virginia Bankers Association Committee Palooza, 2015-2017.
- Presenter, "Developing Effective M&A Strategies: Practical Guide for Banks in 2016," Live Webinar, April 1, 2016.

PUBLICATIONS

- Co-author, Federal Banking Agencies Expand 18-Month Examination Cycle for Small Institutions, *Financial Services Blog*, September 14, 2026.
- Co-author, "OCC and FDIC Move to Sharpen Focus on Material Risks in Bank Supervision," *Financial Services Blog*, August 31, 2026.
- Co-author, "OCC Reportedly Extends CRA Examination Cycle for Well-Rated Banks with Less than $30B in Assets," *Financial Services Blog*, May 21, 2026.
- Co-author, "Federal Regulators Lower CBLR to 8% and Expand Grace Period," *Financial Services Blog*, May 4, 2026.
- Co-author, "Federal Agencies Propose Streamlined, More Risk Sensitive Framework to Modernize Bank Capital Framework," *Financial Service Blog*, March 30, 2026.
- Co-author, "The Practical Implications of New FDIC Stablecoin Measures," *Law360*, March 13, 2026.
- Co-author, "Financial Services Industry 2025 Digital Assets Year in Review," *Troutman Pepper Locke*, February 5, 2026.

- Co-author, “OCC Proposes Rule to Clarify Scope of National Trust Bank Activities,” *Financial Services Blog*, January 14, 2026.
- Co-author, “FDIC Proposes Stablecoin Rule Opening a Pathway for Bank Issued Tokens,” *Financial Services Blog*, December 30, 2025.
- Co-author, “Federal Banking Regulators’ Proposed Rulemakings on Reputation Risk and Unsafe Practices,” *Financial Services Blog*, October 9, 2025.
- Co-author, “OCC’s New Initiatives to Ease Regulatory Burden on Community Banks,” *Financial Services Blog*, October 8, 2025.
- Co-author, “New York Issues Guidance on Blockchain Analytics for Banking Institutions,” *Financial Services Blog*, September 23, 2025.
- Co-author, “Legislation Introduced in the House Aims to Support New and Rural Banks by Easing Regulatory Requirements,” *Financial Services Blog*, February 26, 2025.
- Co-author, “FDIC and OCC Finalize New Guidelines on Bank Mergers,” *Troutman Pepper Financial Services*, September 18, 2024.
- Co-author, “Director of Division of Corporation Finance Issues Guidance on Disclosure of Cybersecurity Incidents under Form 8-K,” *Troutman Pepper*, May 31, 2024.
- Co-author, “OCC Targets Large Banks with Persistent Weaknesses,” *Troutman Pepper*, May 30, 2023.
- Co-author, “FDIC Chairman Addresses Deposit Insurance Misrepresentation at National Bank Conference,” *Troutman Pepper*, May 26, 2023.
- Co-author, “FDIC Proposes Special Assessments to Recover Cost of Protecting Uninsured Depositors Amidst Bank Closures,” *Troutman Pepper*, May 11, 2023.
- Co-author, “FDIC Recommends Deposit Insurance Reforms to Better Protect Businesses,” *Troutman Pepper*, May 3, 2023.
- Co-author, “FDIC Proposes to Modernize Official Sign and Advertising Requirements for Insured Depository Institutions,” *Troutman Pepper*, December 21, 2022.
- Co-author, “New Virginia Law Permits Banks to Provide Virtual Currency Custody Services,” *Troutman Pepper*, April 13, 2022.
- Co-author, “Power Struggle at the FDIC Board Becomes Public,” *Troutman Pepper*, December 17, 2021.
- Co-author, “The Rise of Cryptocurrency for Banks,” *Troutman Pepper*, June 4, 2021.
- Co-author, “Considerations When Contemplating a Branch Consolidation or Closure Initiative,” *The Banking Law Journal*, June 2021.
- Co-author, “Model Risk Management and Its Implications Under the Bank Secrecy Act,” *Troutman Pepper*, April 21, 2021.
- Co-author, “Considerations When Contemplating a Branch Consolidation and/or Closure Initiative,” *Troutman Pepper*, January 27, 2021.
- Co-author, “Update: Federal Reserve’s Revised Control Framework Now Effective and New FAQs Issued,” *Troutman Pepper*, October 6, 2020.
- Co-author, “Bank Regulators Provide Targeted BSA Reporting Relief and Update Guidance Amid COVID-19 Pandemic,” *Troutman Sanders*, April 9, 2020.
- Co-author, “Accounting and Financial Reporting Relief for Eligible Financial Institutions under the CARES Act,” *Troutman Sanders*, April 2, 2020.
- Co-author, “FDIC and OCC Issue Operational and Regulatory FAQs for Financial Institutions in Wake of COVID-19,” *Troutman Sanders*, April 2, 2020.
- Co-author, “SEC Releases COVID-19 Disclosure Guidance for Public Companies,” *Troutman Sanders*, March 26, 2020.
- Co-author, “Federal and State Banking Regulators Issue Joint Guidance on Loan Modifications for Borrowers Impacted by the Coronavirus,” *Troutman Sanders*, March 25, 2020.

- Co-author, “The Federal Reserve’s Final Rule for Determining Control,” *Troutman Sanders*, February 11, 2020.
- Co-author, “OCC and FDIC Propose Sweeping Changes to Community Reinvestment Act Regulations,” *Troutman Sanders*, December 13, 2019.
- Co-author, “5 Key Points From Fed’s Bank Control Proposal,” *Law360*, May 9, 2019.
- Co-author, “Five Things to Know: Proposed Revisions to the Federal Reserve’s Control Framework,” *Troutman Sanders*, May 1, 2019.

MEDIA COMMENTARY

- Mentioned, “Troutman Pepper Locke Represents Burke & Herbert Financial Services in $100 Million Subordinated Notes Offering,” *Financial Services Blog*, October 5, 2026.
- Mentioned, “TowneBank Acquires Old Point in $203M Deal,” *Law360*, April 3, 2025.
- Quoted, “Important Considerations Surrounding the FTC Ban on Noncompete Contracts,” *Thomson Reuters*, May 20, 2024.