

SPECIAL PURPOSE ACQUISITION COMPANIES (SPACs)

Special Purpose Acquisition Companies (SPACs) are newly-formed companies that raise capital in an initial public offering (IPO) for the sole purpose of using that capital to acquire assets or, more typically, one or more companies identified after the IPO.

SPAC IPOs have increased dramatically during the past three years (33 in 2017, 46 in 2018 and 59 in 2019, as well as 56 in the first seven months of 2020), as operating companies, PE and VC firms, institutional investors and other constituents have recognized the advantages of combining with a SPAC to access the public markets and/or obtain liquidity.

Our lawyers have a deep understanding of the legal, business, financial and marketing issues that affect the success of SPACs. We offer a global team, with lawyers in the U.S., Europe and Asia working collaboratively to assist clients with fast-track cross-border transactions. Goodwin is also providing ongoing representation to SPAC sponsors in IPOs and operating companies in deSPAC transactions that are not yet publicly disclosed.

BENEFITS OF SPAC IPOs

In 2019 and year to date 2020, SPAC IPOs have outpaced every other industry segment. SPACs can provide a variety of advantages over a traditional IPO or other liquidity alternatives, including:

- Quicker access to public markets;
- More attractive pricing; and
- More flexible structures.

TWO DECADES OF SPACS EXPERIENCE

Business combinations with SPACs are also complex transactions, with a limited timeframe for completion, thus requiring deep market knowledge and thorough preparation for success. Goodwin's experience with SPACs is extensive. Over the last 20 years, our team has completed scores of SPAC transactions, including more than 20 in just the last two years. We advise clients in all aspects of the SPAC lifecycle, including formation and structuring sponsor entities; representing SPACs and SPAC sponsors in IPOs; representing operating companies, their investors and SPACs in business combinations, or "deSPAC transactions"; structuring the debt and equity financing transactions that are often needed to facilitate the closing of deSPAC transactions;

and advising investors in both SPAC IPOs and deSPAC transactions. Goodwin has coined the term "SIPO" to represent the deSPAC transaction process.

In addition to our strong technical knowledge of SPAC IPOs and SIPOs, we have deep industry experience in the key industries that SPACs are focused on, including private equity, life sciences, technology, financial services and real estate. We have also completed SPAC transactions for clients in emerging industries such as Fintech, PropTech and Cannabis. Our industry expertise is unique among law firms, and provides sponsors and operating companies looking to access the public markets and/or obtain liquidity via a SPAC extra advantages.

REPRESENTATIVE SPACS TRANSACTIONS

- Representing **Cerevel Therapeutics** in its ongoing de-SPAC transaction with Arya Sciences Acquisition Corporation II
- Representing **one**, a special purpose acquisition company (SPAC), in its ongoing initial public offering and NYSE listing
- Represented **PTK Acquisition** on its \$100 million SPAC IPO and NASDAQ listing
- Represented **Therapeutics Acquisition Corp. D/B/A Research Alliance Corp.** on its \$138 million SPAC IPO and NASDAQ listing
- Represented **Open Lending LLC** in connection with its de-SPAC transaction with Nebula Acquisition Corporation
- Represented **Immaticis** in connection with its de-SPAC transaction with Arya Sciences Acquisition Corporation
- Represented **investors in connection with the SPAC merger of DraftKings and SBTech** with Diamond Eagle Acquisition Corporation
- Represented **investors in connection with Excela Technologies**, formerly known as Quinpario Acquisition Corp. 2, roll-up SPAC merger with SourceHOV Holdings, Inc. and Novitex Holdings, Inc.
- Represented **Canaccord Genuity Growth Corp.** in connection to its SPAC merger with Columbia Care LLC

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