

Matthew S. Brown

Senior Counsel

Corporate

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Matthew Brown helps entrepreneurs build, grow and sell their businesses, including multigenerational family businesses with their own governance and liquidity issues. He represents owners and investors in buying and selling companies, helping them invest and raise capital and addressing their ongoing legal matters. He also advises directors and special committees in connection with special transactions and investigations.

A trusted lawyer for entrepreneurs, business owners and their investors

Recognized as a leading lawyer by industry publications, Matt's clients rely on him as a talented problem solver, and practical and valued advisor, with a broad range of legal skills to guide their legal needs from day-to-day matters to lifetime business events. He has counseled clients from startup and initial organization through angel and growth equity fundings, redemptions and recapitalizations, initial and follow-on public offerings and multibillion-dollar liquidity events. He has been instrumental in solving ownership and governance issues for multigenerational family businesses. He also advises entrepreneurs and institutional clients in connection with buying and selling businesses and directors and special committees in connection with special transactions and investigations.

Matt's clients include leading entrepreneurs, multigenerational family businesses and institutional clients, and they range from innovative revolutionary businesses like the first air-to-ground telephone service to a disruptive IT-driven real estate facilities management service business to traditional businesses like steel centers, scrap recyclers and chemical distributors.

Matt was appointed by former Chicago Mayor Richard M. Daley to serve on the Mayor's Council of Technology Advisors and served for two years as co- chair of the Access to Capital Working Group. He served on the board of directors of the Chicagoland Entrepreneurial Center since its inception through 2023 and helped establish Chicago's 1871, one of the most ambitious incubator projects in the country. He was an advisory board member to the Clean Energy Trust.

Practices

- Capital Markets
- Corporate
- Corporate Governance
- Mergers and Acquisitions
- Private Equity

Industries

- Entrepreneurial Ventures
- Family Offices
- Manufacturing and Industrials Private Equity
- Technology

Education

- JD, Georgetown University Law Center
- BA, Connecticut College, *magna cum laude, Phi Beta Kappa*

Bar Admissions

- Illinois

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Representative Experience

M&A

- Represent owners of a manufacturer of high-precision magnetic steel laminations for electric motors, transformers, and generators in its sale to a public steel manufacturing company.
- Represent owner of a steel center business in its sale and equity rollover to a privately held steel center business.
- Represented PrepMe LLC, an online test prep and e-learning business, in an equity funding by Lake Capital; the sale of its adaptive learning and virtual classroom software to Ascend Learning's subsidiary, Jones & Bartlett Learning, LLC; and the sale of its test prep business to Naviance, a division of Hobsons.
- Represented international publicly traded chemical distributor in multiple purchases of US chemical distribution businesses.
- Represent leading technology provider of metal solutions in its sale.
- Represent manufacturer of hygienic hands-free plumbing and bathroom products in its sale.
- Represented management of a leading US-based promotional products company in the sale of the business to Investcorp and its combination with a similar European business.
- Represented NYSE-listed manufacturer of pre-engineered steel buildings in its sale.
- Represent hardware supplies manufacturer in its sale.
- Represent metal scrap yard and recycling business in its sale.
- Represent leading technology provider of metal solutions in the sale of its roll coating business.
- Represent an enterprise software business in numerous private and public acquisitions and its $3.2 billion sale.
- Represented software installation company in its equity funding with Summit Partners, NEA and other institutions, and its sale to Macrovision.
- Represent a financial consulting company in its sale to Management Consulting Group PLC.

Equity funding

- Represented two venture capital funds as lead investors in an over $1.5 billion Series E financing of an AI cloud infrastructure company.

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- Represented a venture capital fund as lead investor in a $300 million Series C financing of a deep learning infrastructure company.
- Represented a venture capital fund as lead investor in a $200 million Series C financing of an artificial intelligence developer platform company.
- Represented a venture capital fund as lead investor in a $200 million Series F financing of a technology-based defense company.
- Represented a venture capital fund as lead investor in a $200 million Series C financing of a cloud computing hardware and software company.
- Represented a venture capital fund as lead investor in a $174 million Series C financing of a photonic computing and optical data transfer company.
- Represented a venture capital fund as lead investor in a $150 million Series D financing of a rocket and space transportation company.
- Represented a venture capital fund as lead investor in an $80 million Series B financing of an enterprise AI and knowledge management company, along with a follow $15 million SAFE financing.
- Represented a venture capital fund as lead investor in an $85 million extension of the Series D round of a quantum computing company.
- Represented a venture capital fund as lead investor in a $60 million Series C-2 financing of a satellite technology company.
- Represented a venture capital fund as lead investor in a $57 million extension of the Series E round of a technology-based defense company.
- Represented a venture capital fund as lead investor in a $50 million Series A financing of a space services company.
- Represented a venture capital fund in a $30 million convertible note financing of a technology-based defense and AI company, subsequently converting into Series D-1 preferred stock and later as a co-lead investor in a follow-on $55 million Series D-2 financing.
- Represented a venture capital fund as co-lead investor in a $110 million Series B financing of a nuclear fusion generator company.
- Represent automated facilities maintenance services manager in connection with subordinated debt financing, growth equity and strategic financing; a growth equity financing transaction with New

World Ventures and other strategic and high-net-worth investors; and a growth equity financing with Goldman Sachs private equity partners.

- Represent a social media management services company initially focused on luxury hotels in its angel financing, bank financings and other general matters.
- Represented retail consumer online options broker in its equity funding with Summit Partners.
- Represent international logistics firm in a $25 million strategic investment in an online shipping platform.
- Represent later stage VC fund in numerous later stage investments in AI related companies.

IPOs and public offerings

- Represent multiple technology and retail companies in IPOs and public offerings.

Miscellaneous

- Represented the third-generation family managers of a deli food manufacturer in its redemption of a second-generation family controlling shareholder.
- Represented family-owned food flavoring company in its redemption of second- and third-generation family shareholders.
- Represented founder's family which was a majority limited partner owner of a real estate holding limited partnership in dispute with successor general partner and a REIT IPO.

Recognitions

Recognized or listed in the following:

- *Best Lawyers in America*
  - Corporate Law, 2021–2027
- *Chambers USA*
  - Startups & Emerging Companies, 2016–2026
- *Super Lawyers*
  - Illinois, 2018–2026
- *The Legal 500 United States*
  - Recommended Attorney, 2016–2019, 2021–2026

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News

- Katten Attorneys Recognized in 2027 *Best Lawyers* Guide (August 20, 2026)
- Katten Earns Top Rankings in the Legal 500 US 2026 Guide (June 10, 2026)
- Katten Climbs in *Chambers USA* 2026 Rankings (June 4, 2026)
- Katten Attorneys Named to 2026 Illinois Super Lawyers, Rising Stars Lists (January 21, 2026)
- Katten Celebrates 101 Attorneys Honored by *Best Lawyers*® (August 21, 2025)
- Katten Receives High Marks in the Legal 500 US 2025 Guide (June 11, 2025)
- *Chambers USA* 2025 Ranks Katten as Leading Law Firm (June 5, 2025)
- Katten Attorneys Selected for 2025 Illinois Super Lawyers, Rising Stars Lists (January 31, 2025)
- Katten Attorneys Recognized as *Best Lawyers*® and *Best Lawyers: Ones to Watch*® Award Recipients (August 15, 2024)
- Katten Highly Ranked in Legal 500 United States 2024 (June 12, 2024)
- Katten Receives High Marks in *Chambers USA* Guide 2024 (June 6, 2024)
- Katten Attorneys Named to 2024 Illinois Super Lawyers, Rising Stars Lists (January 25, 2024)
- Katten Guides Computing Firm's $45M Deal To Buy Tech Biz | *Law360* (December 13, 2023)
- Katten Attorneys Distinguished by *Best Lawyers*® (August 17, 2023)
- Katten Lauded in The Legal 500 United States 2023 (June 9, 2023)
- Katten Boosts Rankings in *Chambers USA Guide 2023* (June 1, 2023)
- Katten Attorneys Selected to 2023 Illinois Super Lawyers, Rising Stars Lists (January 24, 2023)
- Katten Represents SMS Assist in Record-Setting Prop Tech M&A Deal (January 23, 2023)
- Katten Attorneys Recognized by *Best Lawyers*® (August 18, 2022)

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- Katten Awarded Top Ranking in Structured Finance: Securitization in The Legal 500 United States 2022 (June 8, 2022)
- Katten Ranked Leading Law Firm by *Chambers USA* 2022 (June 1, 2022)
- Katten Attorneys Named to 2022 Illinois Super Lawyers, Rising Stars Lists (January 28, 2022)
- Katten Attorneys Listed in *The Best Lawyers in America*® (August 19, 2021)
- Katten Receives High Marks in Derivatives, M&A and Securitization in The Legal 500 United States 2021 Guide (June 10, 2021)
- Katten Boosts Rankings in *Chambers USA* 2021 (May 20, 2021)
- Katten Attorneys Chosen for 2021 Illinois Super Lawyers, Rising Stars Lists (January 29, 2021)
- Katten Attorneys Distinguished as Top Legal Talent in the 2021 *Best Lawyers in America* and *Best Lawyers: Ones to Watch* Lists (August 20, 2020)
- Katten Rated Top Law Firm by *Chambers USA* 2020 (April 23, 2020)
- Katten Represents Chicago-Based Health Care Data and Analytics Provider, Lumere, in Acquisition by Global Healthcare Exchange (February 10, 2020)
- Katten Attorneys Selected to 2020 Illinois Super Lawyers, Rising Stars Lists (January 29, 2020)
- Katten Praised in The Legal 500 United States 2019 Guide (June 11, 2019)
- Katten Lauded Top Ranked Law Firm by *Chambers USA* 2019 (April 25, 2019)
- Super Lawyers Lists Honor More Than 50 Katten Attorneys in Illinois (January 24, 2019)
- Katten Distinguished by *The Legal 500 United States* (June 14, 2018)
- Katten Rated as Leading Law Firm by *Chambers USA* 2018 (May 3, 2018)
- Katten Attorneys Recognized in 2018 Illinois Super Lawyers, Rising Stars Lists (January 25, 2018)
- Katten Distinguished by *The Legal 500 United States* 2017 (May 31, 2017)

- Katten Recognized as Leading Law Firm by *Chambers USA* 2017 (May 30, 2017)
- Eighteen Katten Practices and 70 Attorneys Recognized by *The Legal 500 United States* 2016 (June 17, 2016)
- *Chambers USA* 2016 Distinguishes 22 Katten Practices and 50 Attorneys (May 27, 2016)

Publications

- Navigating the Regulatory Landscape – SEC Adopts New Rules Requiring Increased Disclosure on Stock Buybacks – Including Quarterly Reporting of Daily Repurchase Activity (May 12, 2023)
- SEC Adopts Amendments to Rule 10b5-1 Plan Requirements and Increases Disclosure Requirements Regarding Insider Trading Policies (December 27, 2022)
- *Capital Markets Compass* | Issue 1 (October 14, 2021)
- Client Alert: SEC Approves Nasdaq's Board Diversity Disclosure Requirements (August 16, 2021)
- SEC Proposes Rule Amendments to Permit General Solicitation in Rule 506 and 144A Offerings, Including Offerings by Hedge Funds and Other Private Funds (September 17, 2012)
- SEC Adopts Final Rules Regarding Conflict Minerals Disclosure (August 31, 2012)
- SEC Adopts Final Rule Requiring Exchanges to Establish Listing Standards Regarding Independence of Compensation Committees and Compensation Advisers (July 2, 2012)
- SEC Adopts Final Rules for Whistleblower Program under Dodd-Frank Act (June 2, 2011)
- SEC Adopts Final Say-on-Pay Voting Rules (January 31, 2011)
- SEC Adopts Final Rules to Enhance Shareholder Access to Companies' Proxy Materials (August 26, 2010)
- Dodd-Frank Wall Street Reform and Consumer Protection Act Corporate Governance and Disclosure Provisions (July 6, 2010)
- Senate Financial Reform Bill Would Impose Additional Corporate Governance and Disclosure Requirements (June 3, 2010)
- Proxy Vote Processing Issues: Over-Voting and Empty Voting (January 28, 2010)
- Communicating with Retail Shareholders: How Much Can an Issuer Say Outside the Proxy Materials? (January 21, 2010)

- Alerts for Shareholder Voting in 2010: Elimination of NYSE Broker Discretionary Voting in Uncontested Director Elections and Updates to RiskMetrics' US Policies Now Effective (January 12, 2010)
- Frequently Asked Questions Regarding the SEC's NOBO-OBO Rules and Companies' Ability to Communicate with Retail Shareholders (January 4, 2010)
- Alerts for Shareholder Voting in 2010: Broker Discretionary Voting and Updates to RiskMetrics' US Policies (January 4, 2010)
- Novel Action Raises Questions in Delaware on Stockholder Power to Directly Remove Officers (June 17, 2009)
- SEC Proxy Access Proposals Expected in May (April 30, 2009)
- Delaware Supreme Court Reconfirms That Bad Faith Requires Intentional Dereliction (March 27, 2009)
- Numerous Proposed 2009 Amendments to the Delaware General Corporation Law Reflect Heightened Focus on Governance Issues (March 10, 2009)
- Avoiding Charges of Board Risk Assessment Impairment: SEC to Review Bank Boards' Risk Oversight (February 20, 2009)
- Stockholder Meeting Advance Notice Protections—Do They Mean What You Think? (September 2008)
- *Corporate & Financial Weekly Digest* (Weekly) | *Author*

Presentations and Events

- A First Look at the Startups Redefining the Future of Mobility, Energy & AI | Drive TLV and Wheels (February 23, 2026) | *Co-host*
- Data Security: The Technology Company Perspective (November 30, 2016) | *Presenter*
- Startup Sessions: First Round (December 4, 2013) | *Speaker* | *Crowdfunding and General Solicitation*
- 2013 American Bar Association Annual Meeting (August 8–13, 2013) | *Panelist* | *Key Issues In Negotiating Preferred Stock Investments and Exits*
- Sports Tech Entrepreneurs Play Ball: Big Data Analytics and Digital Media in the Sports Industry, Panel Moderator, 1871, a digital incubator firm (July 30, 2013)
- The JOBS Act: Implications for Start-Up Funding (May 22, 2012) | *Panelist*

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- New Challenges Facing Boards of Directors in the Economic Crisis (May 7, 2009) | *Speaker*
- Corporate Governance in 2009: "Change You Can Believe In" (May 7, 2009) | *Presenter*