

Michael J. Kessler

Partner

+1 212 210 9566

michael.kessler@alston.com

New York | 90 Park Avenue, 15th Floor | New York, NY 10016-1387



An experienced and versatile securities lawyer, Michael Kessler regularly advises companies, underwriters, private equity sponsors, and fund managers on a range of capital-raising initiatives and mergers and acquisitions transactions. He focuses his practice on the real estate, specialty finance, REIT, banking, private equity, and technology sectors, particularly novel financing structures. He is recognized for his innovative expansion of the REIT sector into new asset classes, such as energy efficiency and clean-energy loans. He helps develop new fund structures, including migrating fund vehicles into public company and permanent capital formats.

Michael advises special committees dealing with conflicting interest strategic transactions. He acts for clients on public and private M&A transactions and on a range of equity and debt capital markets projects, including IPOs, SEC-registered and cross-border Rule 144A/Regulation S offerings, convertible, high-yield, and investment-grade bonds, and liability management. Mike has a deep understanding of finance, restructuring, and private credit.

Michael's thorough knowledge of regulatory compliance and reporting requirements helps clients navigate complex legal and tax issues. He also serves as outside counsel on corporate governance matters, including executive compensation, shareholder activism, board fiduciary duties, risk management, and corporate social responsibility.

Michael is recognized as a leading attorney by *Chambers USA* in the REITs category. In 2016, he earned the Cornerstone Award from the Lawyers Alliance for New York, honoring outstanding pro bono legal services to nonprofits.

Representative Experience

- Represented a multi-strategy real estate finance company in its \$550 million acquisition of a series of privately held, real estate structured finance opportunities funds managed by a registered investment adviser.
- Represented an industry-leading mortgage REIT on its merger with a specialty finance REIT that focuses primarily on investments in residential mortgage-backed securities.
- Represented the underwriters in SEC-registered note offerings by the operating partnership subsidiary of a REIT engaged primarily in the ownership, operation, and management of apartment communities.
- Represented a company in its acquisition of a leading technology-driven platform that provides working capital to small and medium sized businesses across all 50 states.
- Represented a REIT that provides funding for clean-energy infrastructure projects on its reorganization and concurrent NYSE IPO, several follow-on public capital raises, and ongoing corporate governance and public company reporting obligations.

- Represented a REIT that buys, manages, and services small balance commercial loans on its reorganization involving the contribution of hedge fund assets to a newly formed permanent capital REIT and subsequent private capital raises.
- Represented one of the two minority shareholders of the world's largest retailer's Central American operations during its takeover by the retailer's Mexican business.
- Represented a REIT that invests in and manages residential mortgage-backed securities and other residential mortgage assets on corporate finance transactions and ongoing corporate governance and public company reporting obligations.
- Represented an owner and operator of single-family rental homes on the reorganization of its business in parallel with its merger into one of the largest publicly traded single-family rental-home owners.
- Represented a REIT focused on the ownership, operation, and acquisition of self-storage properties in the U.S. on its formation transaction and IPO on the NYSE.
- Represented a REIT that primarily invests in residential mortgage-backed securities on the reorganization of its fund structure into a permanent capital REIT followed by its NYSE IPO as well as on its ongoing corporate governance and public company reporting obligations.

Publications & Presentations

Presentations

- "Evaluating Core Vs. Core+ Vs. Value Added Vs. Opportunistic Vs. Debt Investment Strategies in Today's Market," moderator, 15th Annual Western Non-Listed Alternative Investment Product Symposium, Dana Point, CA, December 4-5, 2019.

Professional & Community Engagement

- Oliver Scholars, which prepares high-achieving African-American and Latino students from underserved NYC communities for success at top independent high schools and prestigious colleges; board of directors, Nominating and Governance Committee, chairman
- Children's Arts Guild, which offers arts education to underserved children; board

Education

- Georgetown University (J.D., 2005)
- University of Florida (B.S., 2002)

Admitted to Practice

- New York

Related Services

Corporate & Finance | Corporate & Business Transactions | Financial Services & Products | REITs & Funds | Capital Markets & Securities | Investment Products