



Matthew L. Fry

Partner | Co-Chair - Capital Markets and Securities Practice Group

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PRACTICES Capital Markets and Securities, Regulatory Compliance, Financial Regulatory, Corporate, Texas Corporate Governance, Mergers and Acquisitions, Emerging Companies and Venture Capital, Healthcare and Life Sciences, Public Company Transactions, Distressed Transactions

Matt Fry is a partner and co-chair of the Capital Markets and Securities Practice Group and a member of the firm's Board of Directors. Matt advises issuers, investors and underwriters in a variety of business transactions, with a concentration in public and private securities offerings. His other areas of practice include periodic reporting compliance with the SEC, corporate governance, venture capital financings, public and private mergers and acquisitions, and general corporate planning and representation. Matt was selected for inclusion in *Texas Super Lawyers Rising Stars*, Thomson Reuters, for Securities and Corporate Finance, 2014-2021. Matt was also recognized by *D Magazine*, D Magazine Partners, in "Best Lawyers in Dallas" for Corporate Securities/Capital Markets, 2021-2024.

QUALIFICATIONS

EDUCATION

- J.D., Southern Methodist University Dedman School of Law, 2007, *cum laude*, Order of the Coif, technology editor, *SMU Law Review Association*; Sumners Foundation Scholar
- B.B.A., Finance and Economics, Baylor University, 2004, *magna cum laude*, Beta Gamma Sigma

ADMISSIONS

- New York
 - Texas
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PUBLICATIONS AND SPEAKING ENGAGEMENTS

- "AI and Cybersecurity Disclosure and Corporate Governance, Dallas Bar Association," Securities Section, March 24, 2025.
- "Lessons from WeWork: Privilege Protections for Board Member Communications," co-presenter, Association of Corporate Counsel (ACC), Dallas, Texas, April 2021.

- “Buying the Dip: Equity and Debt Repurchases,” co-presenter, June 30, 2020.
 - “Issues facing the Capital Markets and Securities Industry,” co-presenter, March 26, 2020.
 - “Incentivizing Employees with Equity Compensation” speaker, Association of Corporate Counsel (ACC), Dallas, Texas, October 22, 2019.
 - “Cybersecurity Risk Management and Disclosure,” presenter, 34th Annual SEC Reporting and FASB Forum, Practising Law Institute, November 12, 2018.
 - “Legal Opinions in Business Transactions,” presenter, Southern Methodist University Dedman School of Law, Lawyering and Ethics Course, April 3, 2018.
 - “Understanding the Implications of the FAST Act,” co-author, *Securities Regulation Law Journal*, Volume 45, Number 1, Spring 2017.
 - “The SEC’s New Guidance Regarding the Use of Non-GAAP Financial Measures,” presenter, Dallas Bar Association Securities Section, March 27, 2017.
 - “Opinion Disclosures after Omnicare: Potential Pitfalls in Registration Statements,” presenter, Dallas Bar Association Securities Section, July 27, 2015.
 - “Private Placement Regulation Including the New Rule 506(c),” presenter, Business Law & Corporate Counsel Sections of the State Bar of Texas, June 2014.
 - “New York Stock Exchange Compliance,” presenter, DAPA Corporate Securities Institute, September 2012.
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PROFESSIONAL AFFILIATIONS AND ENGAGEMENTS

- State Bar of Texas, Member
 - Dallas Bar Association, Member
 - Dallas Bar Association, Securities Section, 2019 Chair
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SELECTED CLIENT REPRESENTATIONS

- MultiSensor AI Holdings, Inc. in a private placement of \$14 million.
- MultiSensor AI Holdings, Inc. in a registered direct offering of \$14.4 million.
- American Integrity Insurance Group in a secondary public offering of up to \$69 million.
- Fermi America in its \$785 million initial public offering and \$13.8 billion simultaneous dual-listing on the Nasdaq and London Stock Exchange.
- Comerica Incorporated in its public offering of \$400 million of 6.875% fixed-rate reset non-cumulative perpetual preferred stock, Series B, issued in the form of depositary shares.
- American Integrity Insurance Group in its \$126.5 million initial public offering.
- Concrete Partners Holding, LLC (Suncrete) in connection with its business combination with Haymaker Acquisition Corp. 4 (NYSE: HYAC), a publicly traded special purpose acquisition company, to pursue a listing on the New York Stock Exchange.
- Eos Energy Enterprises, Inc. in a private placement of up to \$315 million, consisting of a delayed draw term loan, a revolver and issuances of warrants and preferred stock.
- Eos Energy Enterprises, Inc. in a \$50 million registered follow-on offering of common stock and warrants.
- Brand Engagement Network Inc., a provider of customer engagement AI technology, in its merger with special purpose acquisition company DHC Acquisition Corp. and public listing with an implied equity value of \$358 million, as well as a \$32.5 million raise of binding PIPE commitments.
- The Beneficient Company Group, L.P., a Dallas-based provider of liquidity, data analytics, custody and trust services to holders of alternative assets, in its merger with special-purpose acquisition company Avalon Acquisition Inc. and public listing with an implied equity value of over \$3 billion.

- Represented WinVest Acquisition Corp. (Nasdaq: WINVU), a special purpose acquisition company (SPAC), in its \$115 million initial public offering.
- A SPAC in its \$115 million initial public offering.
- A provider of surgical and chronic wound care products in its listing on Nasdaq and a registered follow-on offering
- An underwriter and placement agent in connection with public and private offerings of common stock and warrants of clinical stage biopharmaceutical, medical device and biotechnology companies
- An electric vehicle manufacturer in its reverse merger with a publicly traded company, Nasdaq listing and registered direct offering
- A placement agent in connection with a private investment in public equity (PIPE) by a clinical stage biopharmaceutical company
- A national bank in its strategic investments in financial technology, big data analytics and business payments companies
- Family offices and funds in their investments in emerging companies and publicly traded companies
- A multinational networking and telecommunications company in its strategic investments in emerging technology companies
- A medical device company in its public offering of common stock and warrants
- A prominent private equity fund in its co-investments
- Sale of a publicly traded manufacturer and supplier of spray foam insulation and coatings for the construction industry
- \$212.5 million issuance of debt and equity in connection with a prepackaged Chapter 11 reorganization of a satellite communications and network infrastructure services company to the telecommunications industry
- A manufacturer and commercial provider of advanced prescription lenses, finished eyewear and vision technologies in a series of debt financings
- A national bank in an initial public offering by a national securities exchange
- A provider of human capital management software in a follow-on common stock offering
- A clinical stage biopharmaceutical company in its reverse merger with a publicly traded company and Nasdaq listing
- Selling stockholders in a follow-on offering by a technology solutions provider to the global travel and tourism industry
- A publicly traded seismic services company in its registered stock-for-stock merger with a publicly traded company
- A telecom network infrastructure services company in its registered A/B exchanges of debt
- Acquisition of an in-building wireless services company
- A financial holding company in its registered sale to a publicly traded company
- A publicly traded golf equipment manufacturer in its sale to an international sporting goods conglomerate
- A national bank in a follow-on registered offering by an exploration and production company
- A national bank in an initial public offering by a provider of foreign exchange trading solutions
- A financial holding company in its sale of preferred stock
- A telecom network infrastructure services company in its 144A offerings of high-yield debt
- A publicly traded broker-dealer in its registered public sale by merger to a publicly traded investment bank
- An exploration and production company in its registered debt offering

AWARDS AND RECOGNITIONS

- Recognized by *D Magazine*, D Magazine Partners, “Best Lawyers in Dallas” in Corporate Law: Securities/Capital Markets, 2025