

Jonathan H. Talcott

Partner

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Jon currently chairs the securities practice. He has previously chaired the corporate and transactional group and served as managing partner of the Washington, D.C. office.

Experience

The following is a selected sampling of matters and is provided for informational purposes only. Past success does not indicate the likelihood of success in any future matter.

Experience

- Counsels companies across all industries including: technology companies, biotech companies, financial technology companies, cryptocurrency exchanges, Bitcoin miners, banks, thrifts, mortgage companies, mortgage REITs, equity REITs, business development companies (BDCs), and investment banks
- Advises: SPACs on IPOs, capital raises, PIPEs, and acquisitions; companies merging with SPACs in deSPAC or acquisition transactions; and investment banks serving as financial advisers in SPAC IPOs or deSPAC transactions
- Practice focuses on securities offerings and mergers and acquisitions
- Has worked on a variety of public and private securities offerings, including initial public offerings, follow-on public offerings, at-the-market offerings (ATMs), equity lines of credit (ELOCs), bought deals, shelf takedowns, private offerings of public equity (PIPEs), confidentially marketed public offerings (CMPOs), and other wall-crossed offerings
- Has advised on more than 300 offerings raising in excess of \$30 billion during the course of his career
- Private securities offerings including those conducted under Rule 144A and Regulation D with a particular emphasis on Rule 144A debt and equity offerings
- Represents investment banks when they are acting as underwriter, initial purchaser or placement agent in the securities offering process
- Part of practice focuses on venture capital investments by

Education

University of Virginia School of Law, JD (1989)

- Notes Editor, Virginia Journal of International Law

University of North Carolina at Chapel Hill, BA, History, with honors (1984)

- John Motley Morehead Scholar

Admissions

Connecticut

District of Columbia

New York

Practice Areas

[Business Development Companies](#)

[Financial Institutions Corporate & Regulatory](#)

[Public Company Compliance & Counseling](#)

[Securities Offerings](#)

[Special Purpose Acquisition Companies \(SPACs\)](#)

private equity funds and by public corporations

- Usually these investments are being made in financial services or financial technology companies
- Assists in the formation of venture capital funds which make equity and debt investments in various industries
- Has assisted in the formation of several financial services companies including de novo banks, thrifts, mortgage companies and financial technology companies
- Appears before the U.S. Securities and Exchange Commission and the federal and state bank regulatory agencies
- Assists institutions with quarterly and annual filings and with occasional regulatory problems, along with counseling institutions in connection with the merger or offering process
- Lecturer and author on legal matters facing the financial services industry

Previous Professional Experience

- Worked with another law firm in Washington, D.C.
- Staff Attorney, Office of Thrift Supervision, Office of the Comptroller of the Currency (1991–1994)
- Served as a banker with J.P. Morgan & Co., Inc. in New York City (1984–1986)

Recognitions

The bar rules of some states require that the standards for an attorney's inclusion in certain public accolades or recognitions be provided. When such accolades or recognitions are listed, a hyperlink is provided that leads to a description of the respective selection methodology.

- Mergers & Acquisitions [Top 10 Middle-Market Deals of the Year](#)(2021)

Articles & Speeches

Events/Speaking Engagements

[Nelson Mullins and BDO to Host "Powering Private and Public Company Success: Value Creation Through Actionable Governance Practices"](#) - Moderator (September 30, 2025)

[2023 Nelson Mullins Financial Services Conference](#)(May 17, 2023)

A Virtual Panel ... Zombie SPACs and Blood Baths – Why you should care? Chartered Accountants Worldwide - Panelist (June 8, 2022)

2022 Nelson Mullins Financial Services Conference (May 18, 2022)

[FinTech and Special Purpose Acquisition Companies \(SPACs\)](#), *FinTech University Series*- Co-Speaker (February 15, 2022)

[Subtle Trends That Bankers Need to Talk About](#), *2022 Acquire or Be Acquired Conference*- Co-Presenter (January 31, 2022)

[SPACs in the SEC Spotlight – Guidance, Comments, and Enforcement- Speaker \(June 7, 2021\)](#)
[Special Purpose Acquisition Companies \(SPACs\) Webinar\(April 27, 2021\)](#)
[Formation and the Life Cycle of a SPAC\(April 20, 2021\)](#)
[Association of Chartered Accountants - A Virtual Panel: All About SPACs - Panelist \(March 30, 2021\)](#)
[IMN PropTech & Real Estate SPACs Virtual Forum- Panelist \(March 2, 2021\)](#)
[Main Street Lending Program — Updates and FAQs- Speaker \(June 9, 2020\)](#)
[In the Trenches: Updated Guidance on the Main Street Loan Facility, New Programs, Expanded Availability, and Lower Minimums- Speaker \(May 5, 2020\)](#)
[In the Trenches: Operating During the Crisis: Main Street Lending Program Webinar- Speaker \(April 21, 2020\)](#)
[Unpacking the Main Street Lending Program for Mid-Sized Businesses- Speaker \(April 17, 2020\)](#)
[Navigating the Legal, Economic and Business Challenges of the Coronavirus Pandemic | Webinar 3- Speaker \(April 1, 2020\)](#)
[Bank M&A Activity: Examining Recent M&A Activity and Trends in Banking and Financial Services- Speaker \(June 3, 2019\)](#)
[Evaluating Acquisition Opportunities, *Acquire or Be Acquired Conference 2019*- Speaker \(January 27, 2019\)](#)
[Financial Institutions & Shareholder Activists- Speaker \(September 13, 2018\)](#)

Alerts

[Economic Aid to Hard-Hit Small Businesses, Nonprofits and Venues Act Provides Additional Funding to Small Businesses Under the Paycheck Protection Program, Additional Nelson Mullins Alerts \(Dec. 22, 2020\)](#)
[SBA Releases Questionnaire for PPP Economic Necessity Certification for Borrowers of \\$2 Million or Greater, Additional Nelson Mullins Alerts \(Nov. 12, 2020\)](#)
[SBA Simplifies Forgiveness Process for Borrowers With PPP Loans of \\$50,000 or Less, Additional Nelson Mullins Alerts \(Oct. 9, 2020\)](#)
[SEC Adopts Amendments to Portions of Regulation S-K and to the Definitions of “Accredited Investor” and “Qualified Institutional Buyer”, Securities Alert \(August 27, 2020\)](#)
[Updated PPP Loan Forgiveness Application and EZ Loan Forgiveness Application Now Available, Additional Nelson Mullins Alerts \(June 19, 2020\)](#)
[Federal Reserve Announces Expansion of Main Street Lending Program, Additional Nelson Mullins Alerts \(June 9, 2020\)](#)
[Congress Passes Legislation Extending PPP Forgiveness Period, Additional Nelson Mullins Alerts \(June 4, 2020\)](#)
[SEC Revises BDC Financial Disclosure Rules Related to Acquisitions and Dispositions, Securities Alert \(June 1, 2020\)](#)
[Important PPP Update on Counting of Employees of Foreign Affiliates, Additional Nelson Mullins Alerts \(May 18, 2020\)](#)
[SBA Provides Additional Guidance on PPP Economic Necessity Certification, Including Safe Harbor for Loans Under \\$2 Million, Additional Nelson Mullins Alerts \(May 13, 2020\)](#)
[SEC Announces Proposal of New Framework for Fund Valuation, Securities Alert \(May 11, 2020\)](#)
[SEC Provides Temporary, Conditional Relief for Business Development Companies, Securities Alert \(April 15, 2020\)](#)
[SEC Adopts Offering Reforms for Business Development Companies and Registered Closed-End Investment Companies, Securities Alert \(April 13, 2020\)](#)
[SEC Guidance and Relief During COVID-19 Pandemic, Securities Alert \(April 6, 2020\)](#)
[SBA Issues Interim Final Rule on the Paycheck Protection Program, Securities Alert \(April 3, 2020\)](#)

Blogs

[Federal Reserve Announces Proposed Main Street Lending Facility for Nonprofit Organizations](#), The Vault - Co-Author (June 17, 2020)

[Main Street Lending Program Update](#), The Vault - Co-Author (June 16, 2020)

[Federal Reserve Bank of Boston Releases Forms, Agreements, and Additional FAQs for Participation in Main Street Lending Program](#), The Vault - Co-Author (May 29, 2020)

[Federal Reserve Modifies and Details the Main Street Lending Program](#), The Vault - Co-Author (May 4, 2020)

[False Claims Act and Other Potential Liability for Misuse of Paycheck Protection Program Loans](#), The Vault - Co-Author (April 28, 2020)

[Update: Paycheck Protection Program Guidance for Sole Proprietors, Self-employed Individuals and Independent Contractors](#), The Vault - Co-Author (April 15, 2020)

[Federal Reserve Announces Main Street Lending Program](#), The Vault - Co-Author (April 10, 2020)

[SBA Paycheck Protection Program with Eligibility Questionnaire](#), The Vault - Co-Author (April 7, 2020)

[CARES Act Title IV Mid-Sized Business Relief](#), The Vault - Co-Author (April 2, 2020)

[CARES Act/Stimulus Package and COVID-19 Response](#), The Vault - Co-Author (March 31, 2020)