

M. Ridgway Barker

PARTNER | GREENWICH

+1 203 302 4084

mr.barker@withersworldwide.com



Ridge is a partner in our corporate team.

As a trusted advisor for small to medium-sized domestic and international public and private companies and family offices across a whole range of legal issues and business needs, he regularly represents clients on both highly complex, sensitive, and confidential matters as well as routine day-to-day needs. He also has broad experience in a variety of financial, accounting, and supervisory roles involving corporate finance, corporate and strategic transactions, and development activities, executive compensation, operations, and corporate governance. Ridge's clients span a wide range of industries, including telecommunications, technology, biotechnology, pharmaceuticals, chemicals, manufacturing, financial services, and retail. Ridge's transactional work ranges from opportunity creation, investigation, and development through structuring, analysis, negotiation, problem-solving, closing, and post-transaction implementation. He uses total quality and project management concepts to maximize transaction values and minimize transaction costs.

Ridge is actively engaged in the full range of business, corporate, securities and capital market, and cryptocurrency and blockchain legal, advisory and transactional matters, including IPOs and other registered offerings, SPACs, Rule 144A / Regulation S / Regulation A offerings, private placements, asset securitizations, token analysis and structuring, token distribution, credit facilities, and debt financings, stock and asset M&A transactions, divestitures and spin-offs, recapitalizations, joint ventures, partnership transactions, forward purchase and sale transactions, corporate and family office governance, private equity, and venture capital formation and investment, equity and executive compensation, broker-dealer and investment adviser registration and regulation, public disclosure and reporting, corporate and regulatory compliance, internal and regulatory investigations, and corporate control litigation, among other areas.

Ridge is frequently featured in notable business news outlets and publications, including Reuters, Mergermarket, Cointelegraph, and Spears, and has authored and co-authored books and articles on corporate, securities, and technology topics including (but not limited to) Cryptocurrency, Cybersecurity, Digital Assets, and SPACs.

Before joining Withers, Ridge was a Partner at Kelley Drye & Warren LLP, a New York-based international law firm, where he was the Chairman of the Corporate Finance & Securities Practice Group.

SECRETARY **MARIE MCDERMOTT**

+1 203 302 4062

marie.mcdermott@withersworldwide.com

TRACK RECORD

Underwritten public and Rule 144A offerings for emerging companies and seasoned issuers.

Joint venture formations, restructurings and exits.

Stock and asset acquisitions and divestitures.

Proxy contests.

Formation of corporations, partnerships, private equity and venture capital funds, broker-dealers, investment advisers and other entities.

Computer development and supply contracts.

Analysis of 'repo', satellite transponder leases, television programming and other complex financial transactions.

Debt and equity recapitalizations.

Credit facility and debt financings.

Worldwide tax and legal restructurings and contract manufacturing programs of multinational corporations.

Cable television programming contracts.

Adoption of the first poison pill by a Connecticut bank.

Internal corporate and external regulatory investigations.

ADMISSIONS

- State of Pennsylvania, 1980

- State of Connecticut, 1985

PUBLICATIONS

'2022 - The year of regulation of digital assets.' - April 11, 2022, co-author

'Bitcoin ETFs Elbow Way into SEC's 'Complex' ETP Probe' Ignites - October 25, 2021, quoted

'SEC Probes Exchange-Traded Products for Investor Risks' Law360 - October 5, 2021, quoted

'The U.S. Infrastructure Bill and Cryptocurrency Regulation' Withers Insight - September 14, 2021

'Staking a profit with Decentralized Finance' Withers Insight - August 16, 2021

'Explainer: How Robinhood's public listing ups the regulatory stakes' Reuters - July 28, 2021, quoted

'DeFi Lending: High Interest and Maybe High Risk' Withers Insight - July 26, 2021

'On the Rise: Distributed Autonomous Organizations ("DAOs")' Withers Insight - July 6, 2021

'Non Fungible Tokens: Legal issues to be considered' Withers Insight - June 7, 2021

'New SPAC scrutiny demands solid forecasts' CFO Dive - April 20, 2021, quoted

'SEC's Latest Guidance Likely To Further Slow SPAC Market' Law360 - April 14, 2021, quoted

'Yellen convenes SEC, CFTC and Fed leaders on Robinhood question' Cointelegraph - February 3, 2021, quoted

'Year in review: Cryptocurrency and digital assets in 2020' Withers Insight - December 30, 2020, author

'Spotlight on SPACs: A Price Discovery Tool', Mergermarket - December 16, 2020, quoted

'ISDA using Digital Asset clearing and DLT technical advances and international legal issues', Withers Insight - December 4, 2020, co-author

'Crypto Crime Enforcement Trends: The US Department of Justice steps up', Withers Insight - October 30, 2020, co-author

'ISDA and Digital Asset Launch a CDM Clearing Pilot Using DAML with Distributed Ledger Technology', Withers Insight - October 12, 2020, co-author

'Noteworthy recent SEC rule changes', Withers Insight - September 8, 2020, co-author

'Recent Enforcement of Data Breach and Cybersecurity Violations: Is Blockchain and Distributed Ledger Storage the Answer?', Withers Insight - August 21, 2020, co-author

'Does the U.S. need to have a digital dollar?', Withers Insight - July 15, co-author

'Covid-19 creates numerous use cases for the Internet of Things, but are they legal?', Withers Insight - July 14, 2020, co-author

'HSR alert', Withers Insight - July 1, 2020, author

'A future with digital assets and distributed ledger technology', Withers Insight - July 1, 2020, co-author

'The SBRA: A powerful small business remedy for post- COVID recovery', Withers Insight - June 11, 2020, co-author

'Data Privacy Amid COVID-19: Blockchain to the Rescue!', Withers Insight - May 14, 2020, co-author

'Life and law go on': How attorneys are working through New York City's lockdown', Spear's - May 12, 2020, quoted

'SEC transaction halt highlights unique issues for issuers and investors alike', Withers Insight - April 24, 2020, co-author

'Bank too busy? Business too small? SBA approves Fintech company as Paycheck Protection Program (PPP) lender', Withers Insight - April 14, 2020, author

'Leading to, and Leaning into, the "New Normal"', CEOWORLD Magazine - April 13, 2020, co-author

'Coronavirus and cybersecurity in the US', Withers Insight - March 13, 2020, author

'Coronavirus, oil shock and board actions', Withers Insight - March 12, 2020, author

'Fintech Regulation To Watch In 2020', Law360, January 1, 2020, quoted

'SEC halts Telegram Inc's digital token offering', Withers Article, October 14, 2019, co-author

'SEC Issues New Guidance on Proxy Firm Conflicts, Transparency', Agenda, August 21, 2019, quoted

'SEC's New Proxy Voting Guidance Gets Mixed Reviews', ThinkAdvisor, August 21, 2019, quoted

'SEC Guidance Could Subject Proxy Firms to Closer Scrutiny.' Law360, August 21, 2019, quoted

'Why US regulators are struggling to step up to regulate Facebook's Libra.' Yahoo! Finance, July 19, 2019, quoted

'RPT-Musk's U-turn on Tesla deal could intensify his legal, regulatory woes.' Reuters, August 26, 2018, quoted

'Why Merrill Lynch's Bitcoin ban is likely to continue.' Financial Advisor IQ, August 13, 2018, quoted

'SEC Again Rejects Bitcoin ETF Proposed by Winklevoss Twins.' New York Law Journal, July 27, 2018, quoted

'Advisers trying to hide high-fee mutual fund share classes won't fool SEC.' InvestmentNews, February 13, 2018, quoted

'Checklist of routine annual and other activities to be completed by NASDAQ-listed companies,' Withers article, January 18, 2018, co-author

'Checklist of routine annual and other activities to be completed by NYSE American-listed companies,' Withers article, January 18, 2018, co-author

'Checklist of routine annual and other activities to be completed by voluntary filers,' Withers article, December 27, 2017, co-author

'Small traders should avoid Bitcoin bourses,' Barron's, December 23, 2017, quoted

'DOJ settlement approaching, correspondence reveals,' Event Driven, December 12, 2017, quoted

'What investors need to know about the tax bill,' Barron's, November 4, 2017, quoted

'Lessons learned from a highly successful proxy contest defense,' Harvard Law School Forum on Corporate Governance and Financial Regulation, December 18, 2015

'Compliance and policies in light of Dodd-Frank,' Aspatore Books' Inside the Minds: SEC Compliance Best Practices, June 2012

'The board's evolving role in corporate compliance,' Corporate Compliance Insights, April 25, 2012, co-author

'Chinese reverse merger cos. must audit by the rules,' Law360, May 13, 2011, co-author

'Analysis: Huawei divests assets and foregoes 3Leaf systems acquisition based on CFIUS review,' Thomson Reuters Complanet, May 3, 2011, co-author

'SPACs and NASDAQ get a boost from the SEC,' The M&A Journal, March 25, 2011, co-author

'NASDAQ could bring back the SPAC,' SNL Financial, March 2, 2011, co-author

'Financial and economic crisis - Law firms: Liquidity issues for plan fiduciaries relating to securities lending or stable value funds,' The Metropolitan Corporate Counsel, July 2009, co-author

'Exchanges for listing SPACs - A shifting landscape,' The M&A Journal, January 23, 2009, co-author

'Exchanges for listing SPACs - A shifting landscape,' The Metropolitan Corporate Counsel, January 2009, co-author

'PLC - recent Delaware decisions affecting advanced notice by-laws,' Practical Law Company (PLC), December 4, 2008, co-author

'SPACs and how they grew,' *The M&A Journal*, October 29, 2008

'Recent Delaware decisions affecting advanced notice by-laws,' The Metropolitan Corporate Counsel, July 2008

*'SPACs – Continuing to grow and evolve,'*The Metropolitan Corporate Counsel, June 2007, co-author

'Pink sheets – Part II,' The Metropolitan Corporate Counsel, April 2007, co-author

'Pink sheets – Part I,' The Metropolitan Corporate Counsel, March 2007, co-author

*'An overview of the NYSE Arca,'*The Metropolitan Corporate Counsel, February 2007, co-author

'SPACs: A focus on China,' The Metropolitan Corporate Counsel, December 2006, co-author

*'Special Purpose Acquisition Corporations: Specs to consider when structuring your SPAC – Part II,'*The Metropolitan Corporate Counsel, September 2006, co-author

*'Special Purpose Acquisition Corporations: Specs to consider when structuring your SPAC – Part I,'*The Metropolitan Corporate Counsel, August 2006, co-author

*'The impact of Sarbanes-Oxley on not-for-profit companies – Part II,'*The Metropolitan Corporate Counsel, March 2006, co-author

*'The impact of Sarbanes-Oxley on not-for-profit companies – Part I,'*The Metropolitan Corporate Counsel, February 2006, co-author

'US corporate governance and foreign private issuers: the Sarbanes-Oxley Act of 2002 and beyond,' Financier Worldwide, December 2005, co-author

'U.S. securities issues in spin-offs and subsidiary IPOs - Part II,' The Metropolitan Corporate Counsel, December 2005, co-author

'U.S. securities issues in spin-offs and subsidiary IPOs - Part I,' The Metropolitan Corporate Counsel, November 2005, co-author

*'Prepare to launch: The IPO market has returned,'*The Metropolitan Corporate Counsel, March 2005, co-author

*'US securities issues in spin-offs and subsidiary IPOs,'*Executive Carve Outs and Spin-offs Review 2004, A Financier Worldwide Supplement, co-author

*'Ineffective internal controls: Issues that public companies may face after receiving a negative report – Part II,'*The Metropolitan Corporate Counsel, November 2004, co-author

*'Ineffective internal controls: Issues that public companies may face after receiving a negative report – Part I,'*The Metropolitan Corporate Counsel, October 2004, co-author

*'New form 8-K disclosures and filing deadlines: A practical guide – Part II,'*The Metropolitan Corporate Counsel, June 2004, co-author

*'New form 8-K disclosures and filing deadlines: A practical guide – Part I,'*The Metropolitan Corporate Counsel, May 2004, co-author

'The SEC's recent interpretative guidance as to MD&A Disclosure: Practical advice for companies,' The Metropolitan Corporate Counsel, April 2004, co-author

'The Schering-Plough action and regulation FD: The SEC ratchets up the cost of noncompliance,' The Metropolitan Corporate Counsel, December 2003, co-author

'Guidelines for companies considering delisting,' The Metropolitan Corporate Counsel, November 2003, co-author

'Application to foreign private issuers of Sarbanes Audit Committee listing standards,' The Metropolitan Corporate Counsel, June 2003, co-author

'Recent corporate reforms applicable to foreign issuers,' The Metropolitan Corporate Counsel, June 2003, co-author

'SEC adopts new rules regarding non-GAAP financial measures and earnings releases,' The Metropolitan Corporate Counsel, April 2003, co-author

'Regulation FD: The SEC takes action,' The Metropolitan Corporate Counsel, February 2003, co-author

'The Sarbanes-Oxley Act writes a new chapter in executive compensation arrangements – Part II,' The Metropolitan Corporate Counsel, December 2002, co-author

'The Sarbanes-Oxley Act writes a new chapter in executive compensation arrangements – Part I,' The Metropolitan Corporate Counsel, November 2002, co-author

'Changing roles for the Corporate Audit Committee,' The Metropolitan Corporate Counsel, August 2002, co-author

'Be prepared, the IPO market will return,' The Metropolitan Corporate Counsel, March 2002, co-author

'SEC enforcement for financial misstatements: Tougher stance against responsible individuals, gentler approach for cooperating corporations,' The Metropolitan Corporate Counsel, January 2002, co-author

'Regulation FD one year later: A battle is still being waged,' The Metropolitan Corporate Counsel, November 2001, co-author

'Guidelines for companies considering voluntarily delisting from NASDAQ,' The Metropolitan Corporate Counsel, September 2001, co-author

'Integration of abandoned offerings: The new safe harbor,' The Metropolitan Corporate Counsel, May 2001, co-author

'Electronic voting is finally gaining ground,' The Metropolitan Corporate Counsel, January 2001, co-author

'The SEC adopts its first insider trading rules,' The Metropolitan Corporate Counsel, December 2000, co-author

'Regulation FD,' The Metropolitan Corporate Counsel, September 2000, co-author

The Encyclopedia of Venture Capital, contributing editor.

MEMBERSHIPS

■ Alliance of Merger & Acquisition Advisors

TALKS

'GL Crypto Quarterly Meeting - The Metaverse and The Law,' New York County Law Association - March 24, 2022, speaker

'SPAC IPOs – Investing in SPACs,' UBS webinar - June 4, 2021, speaker

'Withers talks: cryptocurrency | Ep 5 - The rise of decentralized finance (DeFi),' Withers webinar- April 8, 2021, speaker

'Legal issues faced by founders, entrepreneurs, executives and wealthy family members amid the coronavirus outbreak,' Withers podcast, April 17, 2020, speaker

'The Ever-Complex World of ICOs Regulations: How to Maximize Opportunities & Mitigate Risks,' The Knowledge Group, Webinar, November 5, 2019

'Initial Coin Offering (ICO) Regulation in 2019: Trends, Developments, and What Lies Ahead,' The Knowledge Group, Webinar, August 6, 2019

'Transitioning from blank check to operating company,' SPAC Conference 2018, New York, NY, February 15, 2018

'M&A stories: practical guidance (enjoyably digested),' DealLawyers.com, Webinar, November 15, 2017

'Decoding the impacts and implications of JOBS Act on private companies,' The Knowledge Group, Webinar, November 06, 2017

'Recent developments at the new SEC,' Don't Get Burned Proxy Seminar, New York, NY, June 17, 2009

'Understanding the listing options: OTC, AIM, Amex, NYSE, Euronext, & NASDAQ,' DealFlow Media's The SPAC Conference, New York, NY, June 4, 2008.

Belmont Partner's 2nd Annual Alternative Public Strategies Conference, New York, NY, May 8, 2008

'SPACs,' Belmont Partners Alternative Public Strategies Conference, Washington, DC, June 1, 2007

'Hot securities law issues for small businesses,' ABA Section of Business Law Spring Meeting, Washington, DC, February 1, 2007, panelist

'Real time disclosure: New form 8-K requirements,' Westchester/Fairfield Chapter of the American Corporate Counsel Association, September 2004

'Guidelines for companies considering delisting,' online interview posted in March 2004 at www.thecorporatecounsel.net

'Risk management for the 21st Century; Issues for the executive suite,' UBS PaineWebber: CEO/CFO Symposium, April 2003

'Equity compensation,' __ American Society of Corporate Secretaries, December 2002

'Doing the boardwalk,' Potomac Officers Club, March 2002

'Employer securities in executive compensation,' Westchester/Fairfield Chapter of the American Corporate Counsel Association, October 2002

EDUCATION

Boston University School of Law, J.D.
Yale University, B.A.

LANGUAGES

ENGLISH

DATES

JOINED: 2015
PARTNER: 2015

Greenwich

1700 EAST PUTNAM AVENUE, SUITE 400, CT 06870-1366