



PRACTICE FOCUS

Stuart B. Newman has been engaged in corporate and securities practice for over forty years, focusing on corporate law, private equity transactions, mergers and acquisitions and capital formation through public offerings and private placements. Stuart studies his clients’ businesses thoroughly and has made valuable contributions to a broad range of business topics such as joint ventures, product development, finance, investment banking, marketing and personnel. He has served as a director on the boards of both publicly traded and privately held companies, contributing his unique combination of business acumen and broad legal experience. For example, Stuart was selected by the secured lenders of one of the largest commercial laundries in the New York metropolitan area to serve on the Company’s Board as its sole director to guide the Company successfully through a sale of its assets during a Chapter 11 Reorganization Proceeding.

In addition, Stuart has developed a network of business, professional and financial contacts that have been of assistance to him and his clients on numerous occasions. Following the creation of the Resolution Trust Corporation (RTC), Stuart applied his experience in automobile finance transactions to assist a client in the automobile leasing industry to develop a program and format for the purchase of auto loan and lease portfolios from banks the RTC had taken over. Ultimately, over \$100 million in secured consumer loans and leases were acquired in this program. Clients within Stuart’s area of expertise include restaurant groups, internet companies, automobile dealerships, and auto finance companies, healthcare and wellness and companies in the merchant cash advance industry.

Stuart has lectured at Cardozo Law School on mergers and acquisitions and has taught a course in business law at Fordham University School of Law as part of its Continuing Legal Education Program. He’s also co-chaired and lectured at a joint CLE program for members of the New York State Legislature and of the Office of the New York State Attorney General. He has regularly lectured in the area of securities regulation and, for more than two decades, served as Program Chairman of a continuing legal education seminar sponsored every two years by the New York State Association concerning Securities Law. Following the settlement of a federal class action against Prudential Securities in the late 1990s, Stuart served as a court-appointed arbitrator, hearing and determining dozens of claims involving the sale of limited partnership interests by Prudential to small investors. More recently, Stuart served as an expert witness on U.S. securities laws in a class-action suit pending in Israel.

Stuart is the Founder and Chair of the Editorial Advisory Board of the New York Business Law Journal, a publication of the Business Law Section of the New York State Bar Association, and an active member of the Executive Committee of the Business Law Section. He is the author of several published articles, including “Significant Issues Arising Under Confidentiality Agreements” (2013) and “Piercing the LLC Veil under New York Law” (2015).

REPRESENTATIVE MATTERS

Stuart represented HyperPointe Inc., a healthcare and data analytics marketing company serving the global healthcare and pharmaceutical industries, in the sale of GCG Connect, LLC d/b/a HyperPointe, to XpresSpa Group, Inc. (NASDAQ: XSPA), a travel and wellness company. This significant, high-profile partnership was featured in numerous media outlets, including Bloomberg.

PUBLICATIONS

- "The Attorney Client Privilege", *New York Law Journal*, February 16, 2023 (*gated content*)
- "What to Know About the Bankruptcy Code's New Subchapter V", *New York Business Law Journal*, Summer 2022, Vol. 26, No. 1 (Co-Author)
- "What Every Business Lawyer Should Know About the Bankruptcy Code's New Subchapter V", *New York Law Journal*, May 2022
- "Before I Sell My Business," *New York Business Law Journal*, Winter 2021 Vol.25, No. 1 (Author)
- "Is This The Right Time To Sell My Business," *New York Business Law Journal*, Summer 2020, Vol. 24, No. 1 (Author)
- "How the Palm Got Out of Hand," *New York Business Law Journal*, *New York State Bar Association*, Vol. 23 No. 1, Summer 2019 (Co-Author)
- "Force Majeure: What is it Good For?" *New York Business Law Journal*, *New York State Bar Association*, Vol. 22, No.2, Winter 2018 (Co-Author)
- "How Dewey & LeBoeuf Failed to Fore-WARN," *New York Business Law Journal*, *New York State Bar Association*, Vol. 21, No. 1, Summer 2017 (Co-Author)

STUART B. NEWMAN

Senior Counsel, New York

PRACTICE AREAS

- Automotive Dealerships
- Business Law and Transactions
- Hospitality
- Mergers and Acquisitions

PROFESSIONAL AFFILIATIONS

- Association of the Bar of the City of New York, Member
- New York State Bar Association, Member
- Advisory Board, *New York Business Law Journal*, Founder and Chairman
- Executive Committee of the Business Law Section, New York State Bar Association, Member
- Member, Committee on Securities Regulation, New York State Bar Association,
- Law Clerk to Hon. Judge Harold R. Tyler, Jr., U.S. District Court, Southern District of New York

- "Piercing the LLC Veil Under New York Law," *New York Business Law Journal*, Vol.19, No.1, published by the New York State Bar Association, Summer 2015 (Co-Author)
- "Significant Issues Arising Under Confidentiality Agreements," *New York Business Law Journal*, New York State Bar Association, Summer, Vol. 17, No. 1, 2013 (Co-Author)
- "When Is a Foreign Corporation Doing Business in New York?" *New York Business Law Journal* (Author)
- "Retaining and Maintaining Closed Files: Professional Responsibilities, Ethical Considerations, and Practice Suggestions," *The Senior Lawyer*
- *Disclosure Obligations of Directors, Officers, and Principal Stockholders* (Author)
- "Insider Trading and Corporate Disclosure Rules in the Wake of Carpenter and Basic, 1988 Insider Trading Rules: You Don't Have to be an Insider," *New York Business Law Journal* (Author)
- "Federal Regulation of Securities: An Overview" (Author)
- "An Overview of Disclosure under the Securities Laws," 1994 (Author)

SPEAKING ENGAGEMENTS

- "New York's Hospitality Industry in 2023", Chair and Presenter, Offit Kurman Webinar, March 2023
- "Legal Concerns in the Hospitality Industry During Covid and Beyond," Presenter, Offit Kurman Webinar, March 2021
- "The Pandemic is Beyond Your Control, But is it Force Majeure — A Review of Force Majeure Clauses in Contracts," Panelist, Webinar for the New York State Bar Association, March 2020
- "Business Law Course, Continuing Legal Education Program," Instructor, Fordham University School of Law, 1993 - 1995
- "Mergers and Acquisitions," Lecturer, Cardozo Law School
- Joint CLE program for members of the New York State Legislature and of the Office of the New York State Attorney General, Co-Chair and Lecturer
- "Securities Regulation, Continuing Legal Education" seminar, Lecturer and Program Chairman, New York State Association concerning Securities Law

RECOGNITIONS

- David S. Caplan Award for Meritorious Service to the Business Law Section of the New York State Bar Association, Recipient, 2019

EDUCATION

- Columbia Law School, J.D., cum laude
- Columbia University, A.B.

ADMISSIONS

- New York
- Florida