

## MATT MACALUSO



Matt Macaluso is a founder of Keller Macaluso where he leads the entrepreneurial and business services and estate and succession planning groups. Matt advises businesses and business owners including sports and motor sports businesses, closely-held entrepreneurial business, and emerging growth companies with transactional and contract matters. He earned his juris doctorate, cum laude, from the Valparaiso University School of Law in 2001 and his B.S. from the Krannert School of Management at Purdue University in 1995. Prior to founding Keller Macaluso, Matt practiced at a large Indianapolis-based firm from 2001-2009. Before law school, Matt worked as a merchandiser at Archer Daniels Midland Co. He also served as an adjunct professor at the Valparaiso University College of Business Administration for one year, teaching a class on business law and as an extern at FINRA Dispute Resolution (f/k/a NASD Dispute Resolution, Inc.) in Chicago, Illinois.

### CONTACT INFORMATION

**Phone:** 317 660 3403  
**Fax:** 317 660 3401  
**Email:** [matt@kellermacaluso.com](mailto:matt@kellermacaluso.com)

### ADMISSIONS

- Indiana

### EDUCATION

- Valparaiso University School of Law (J.D., cum laude, 2001)
- Purdue University Krannert School of Management (B.S. 1995)

### AREAS OF EMPHASIS

- Entrepreneurial and Business Services
- Business Counseling Services
- Sports, Motorsports and Sponsorship Services
- Real Estate Services
- Commercial Lending and Financing Services
- Public/Private Partnerships

### REPRESENTATIVE MATTERS

#### Entrepreneurial and Business Services

- Represented designer and manufacturer of modular laboratory and clean room facilities regarding growth strategies, financings, corporate, executive and contract matters.
- Represented high -growth entrepreneurial marketing firm regarding acquisitions, growth strategies, corporate, transactional and executive matters.
- Represented privately held financial holding company and its national bank subsidiary with corporate, executive and regulatory matters.
- Represented publicly held broker-dealer regarding FINRA arbitration defense.
- Represented state-chartered bank in formation of a bank holding company.
- Represented publicly held financial holding company and its national bank subsidiary regarding various executive and regulatory matters.
- Prepared a Sarbanes-Oxley Audit Report for publicly held financial holding company. Assisted with formation of hedge fund.
- Represented closely held lock and security firm regarding corporate, transactional and executive matters.
- Represented industrial tire company regarding corporate, transactional and executive matters.
- Represented engineering firm with negotiation of software development agreement and transactional matters.
- Represented pediatric nutrition company regarding contract matters and support of internal business and legal teams.
- Represented innovative wheelchair start-up company regarding corporate, economic development and transactional matters.
- Represented minority shareholder in buyout transaction from family healthcare business.
- Represented technology company in strategic growth recapitalization.
- Prepared the 2002-2006 Proxy Statements for a publicly held financial holding company.

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### REPRESENTATIVE MATTERS CONT.

#### Sports, Motorsports, Sponsorship and Entertainment Services

- Represented documentary film production company regarding corporate, agreement and distribution matters.
- Represented open-wheel race team regarding corporate, sponsorship and trade secret protection matters.
- Represented motorsports facility and sanctioning body regarding sponsorship and contractual matters.
- Assisted non-profit sports association with acquisition transactions.
- Represented professional football team regarding corporate, sponsorship and contract matters.

#### Mergers, Acquisitions, Divestitures and Transactions

- Represented private equity fund on purchase of consumer health products company.
- Represented buy-out fund on purchase of troubled assets from national bank.
- Represented high-growth Internet-based social networking firm in \$500 million sale transaction.
- Represented publicly held financial holding company and its national bank subsidiary in sale transaction.
- Represented closely held engineering firm in sale transaction to foreign publicly held company.
- Represented publicly held financial holding company and its state commercial bank subsidiary in acquisition transactions.
- Represented privately held bank holding company and its state commercial bank subsidiary in sale transaction.
- Represented publicly held financial holding company in sale of the assets of a wholly owned subsidiary to a management group.
- Represented publicly held bank holding company and its state commercial bank subsidiary in sale to publicly held bank holding company and its thrift subsidiary.
- Represented publicly held financial holding company and its national bank subsidiary in acquisition of a publicly held bank holding company and its state bank subsidiary.
- Represented high-growth entrepreneurial life science firm in sale transaction and convertible debt offering.
- Represented minority shareholder in buyout transaction following shareholder dispute.
- Represented private-equity fund regarding consumer health product acquisition matters.

#### Commercial Lending and Financing Services

- Provided special counsel and local counsel borrower opinions in financing transactions.

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#### Commercial Lending and Financing Services Cont.

- Represented housing authority regarding disaster recovery multi-family housing construction loan.
- Represented housing authority regarding urban housing redevelopment project financing.

#### Public/Private Partnerships

- Represented subcontractor on contract negotiations regarding public parking privatization transaction.

### HONORS / AWARDS

*Indiana Rising Stars*® (2009, 2010, 2011, 2012, 2013); Indiana Leadership Forum (2004); Senior Honors, Semester Honors, Jurist Award, Glenn D. Peters Fellow Award and Honors Program Scholar at Valparaiso University School of Law; Valparaiso University Law Review (note writer and associate editor); Phi Delta Phi (magister).

### APPOINTMENTS / MEMBERSHIPS

**Member:** Indianapolis and Indiana State Bar Associations; Valparaiso University School of Law (Alumni Board and Indianapolis Advisory Council); Best Buddies Indiana (Advisory Board 2002-2013)(Honorary Board 2015-Present); John Purdue Club; Purdue Alumni Association; Purdue University President's Council and Griffin Society; Indiana FFA Foundation (secretary of Board of Directors – 2010-2011, vice president 2009-2010 and 2011- 2013, Board of Directors – 2009-2013); Educational CHOICE Charitable Trust (Board of Directors 2011 - 2014); OneZone f/k/a Carmel Chamber of Commerce (2010-present); Marian University, Byrum School of Business Board of Advisors (2012-present); Indianapolis Bar Association Sports and Entertainment Section Executive Committee (2012-present) Chairman (2017-present) Vice Chairman (2014-2017); Zionsville Youth Baseball (Board of Directors 2013-2017).

### APPEARANCES / PUBLICATIONS

**Author:** "Referral Fees for Securities Activities of Bank Employees: Proposed Changes," *Hoosier Banker* (2004); "More on Corporate Governance – Does Sarbanes-Oxley Apply to Nonpublic Banks?" *Hoosier Banker* (July 2003)

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### APPEARANCES / PUBLICATIONS CONT.

**Speaker:** “Modeling the Way,” Delta Sigma Phi Leadership Institute (2004); Economic Development panelist and speaker at the 2011 TRAC (The Racing Attorneys Conference) in Indianapolis, Indiana; Legal Roundtable panelist and speaker at Indiana Motorsports Association Business of Motorsports Series on June 27, 2012; Ethics and Social Media panelist and speaker at the 2013 TRAC in Indianapolis, Indiana; Purdue Entrepreneurial Capstone Class (2017 and 2018) Business Structure Basics.

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### OUTSIDE THE OFFICE

Matt and his wife have one son. In his free time, Matt enjoys spending time with family and friends, traveling, watching and participating in sports, and attending youth sports. Matt is an avid supporter of Purdue athletics, as well as the Indianapolis Colts, Cincinnati Reds and Indiana Pacers. Matt and his family are parishioners of Holy Spirit at Geist in Fishers, Indiana.