



MATT KITZI

VICE PRESIDENT

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LAW PRACTICE

Matt Kitzi's public service experience, highlighted by his seven-year tenure as Missouri Commissioner of Securities, gives him the ability to offer practical, insightful counsel to clients ranging from the largest financial services firms to entrepreneurs at new and emerging startup companies. He is a trusted advisor to his clients in the areas of securities regulation, corporate formation and business planning strategies, raising capital, financial services and government affairs.

Broker-Dealer and Investment Adviser Regulation, Compliance and Enforcement. Matt's practice covers a broad spectrum of issues in the securities arena, including securing effective resolutions in sensitive and complex state, federal and SRO enforcement investigations and actions. He has extensive experience with multijurisdictional regulatory investigations and national settlements, and regularly assists clients with day-to-day compliance matters in the highly regulated broker-dealer and investment adviser industry. Matt also advises clients on registration matters including obtaining securities licenses, registration waivers and special conditions.

Emerging and Growing Companies. Matt is active in the Missouri entrepreneurial and emerging companies community, working closely with founders of startup and growing companies. He assists new startups with technology innovations or products to establish ownership structures and raise capital through angel investors and venture capital and private equity firms. Matt also counsels established emerging companies on business arrangements and joint ventures with outside parties while protecting intellectual property and trade secrets, and planning for management and succession. Additionally, he guides clients on officer and director guidance, non-compete and nondisclosure agreements, mergers and acquisitions, and related corporate operations and strategies.

Corporate Finance and Investment Funds. Matt transfers his experience as securities commissioner in approving billions of dollars in securities offers to counseling clients on registration and exemption options for small businesses, new debt and equity issues, and additional-round offerings. He assists businesses regarding disclosure requirements in connection with public and private securities offerings and securing registration for the same.

Matt is well-versed in Missouri and federal securities laws related to private placements through Regulation D and Regulation A, including recent changes through the JOBS Act, as well as the developing opportunities in crowdfunding at both the federal and state levels. He also counsels clients on strategies and structures for private and special funds and advisers to funds.

EDUCATION

University of Missouri-Kansas City School of Law (J.D., *with distinction*, 2000) (*University of Missouri-Kansas City Law Review*, Literary Editor (1999-2000))

Northwest Missouri State University (B.S., International Business, *cum laude*, 1997)

ADMITTED TO BAR

Missouri
Kansas

PROFESSIONAL ACTIVITIES

Northwest Missouri State University Board of Regents (2016-present)
Lex Mundi Asset Management and Investment Funds Practice Group, Member (2016-present)
Arch Grants Competition Committee, Member (2016-present)
Missouri Small Business and Technology Development Center-Columbia, Board of Advisors (2014-present)
The Missouri Bar - Technology and Computer Law Committee (Vice Chair, 2014-present)
North American Securities Administrators Association Board of Directors (NASAA) (2012)
NASAA Enforcement Section (Chair, 2010-2012)
NASAA National Task Force on Auction Rate Securities Investigations (Chair, 2008-2012)
Missouri Council on Economic Education (Board of Trustees, 2005-2012)
NASAA Dodd-Frank Studies Working Group (Chair, 2010-2011)

BACKGROUND

Matt was a corporate attorney with the firm for four years when he left to join the administration of Secretary of State Robin Carnahan as the director of corporations in early 2005. In December 2005, he was appointed by Secretary Carnahan as commissioner of securities — the country's youngest state securities commissioner at the time.

As commissioner, Matt directed the Missouri Securities Division and its regulation and licensure of Missouri's 134,000-member broker-dealer and investment adviser industry. He issued 350 administrative orders and led investor protection efforts resulting in more than \$2.3 billion in restitution for aggrieved investors.

He led the division during the 2007-2009 world financial crisis. During that time, Matt restructured the division's compliance and audit program and overhauled its investor education efforts through innovative programming that reached millions of investors.

At the national level, Matt assumed leadership positions by chairing the following: National Auction Rate Securities Investigations Task Force for the North American Securities Administrators Association (NASAA); NASAA's Dodd-Frank Studies Working Group (2010-2011); and NASAA's Enforcement Section (2010-2012). He also served on NASAA's Board of Directors.

SIGNIFICANT ACCOMPLISHMENTS

Columbia Business Times 20 Under 40 Award (2014)

Missouri Lawyers Weekly "Up & Coming" Lawyers Award (2013)

NASAA Outstanding Service Award (2013)

NASAA Outstanding Team Service Award, National Investigation Task Force (2012)

Adjunct Professor, Washington University School of Law in St. Louis (2011-present)

NASAA Enforcement Award (2011)

NASAA Outstanding Team Service Award, Dodd-Frank Studies Working Group (2011)

PRESENTATIONS & PUBLICATIONS

Moderator, Grassroots Entrepreneurs Series, Missouri Innovation Center (March 2016)

Panelist, Financial Management Issues, *Columbia Business Times*' Masters Series Seminar (December 2015)

Co-presenter, "Noncompete Agreements: Worthwhile Protections or Empty Gestures?" Armstrong Teasdale CLE (November 2015); CIC@4240 Lunch 'n Learn Seminar (February 2016)

Mentor Panelist, Entrepreneur Speed Coaching, Missouri Small Business Development Center (October 2015)

Mentor/Panelist, Columbia (MO) Startup Weekend (September 2015)

CIVIC & CHARITABLE ACTIVITIES

CrossFit Level 1 (CF-L1) and CrossFit Kids Trainer-Coach (2012-present)
Children's Grove of Columbia, Missouri, Board of Directors (2016-present)
Mid-Missouri Big Brothers Big Sisters Volunteer (2014-present)

Panelist/Judge, Entrepreneur's Boot Camp, Regional Economic Development, Inc. (Columbia, MO) (April 2015)

Presenter, "Crowdfunding and Real Estate Projects in 2015," The Knowledge Group Live Webcast (January 2015)

Panelist/Moderator, Legal issues for Small Business, Columbia Business Times' Masters Series Seminar (October 2014)

Co-Author, Armstrong Teasdale Corporate Services Group Annual Survey (2014)

Author, "JOBS Act Delivers New Opportunities," (PDF) *Missouri Lawyers Weekly* (July 2013)

Presenter, NASAA Investor Education Training Conference (2012)

Presenter, 2012 NASAA Top 10 Investor Traps Media Conference (2012)

Panelist, "Challenges in Self-Directed IRA Investing," NASAA and Retirement Industry Trust Association (2012)

Chair and Moderator, "Fall Conference Enforcement Forum," NASAA (2010, 2011, 2012)

Moderator, Kansas City and St. Louis Dodd-Frank Act Investment Adviser Switch Listening Sessions (2011)

Co-Moderator, NASAA Spring Conference SEC 19(d) Inter-regulatory Relations Session (2011)

Moderator, NASAA Winter Enforcement Conference Regulatory Management Panel (2010)

Panelist, NASAA Attorney-Investigator Training Conference Negotiations and Resolutions Seminar (2009)

Panelist, NASAA Spring Conference Regulatory Reform Panel (2009)

Panelist, University of Missouri Personal Finance Symposium (2009)

Panelist, Securities Industry and Financial Markets Association Compliance and Legal Education Conference Regulation Update Panel (2009)

Panelist, Bar Association of Metropolitan St. Louis Securities Symposium (2008, 2009)

Panelist, Kansas City Metropolitan Bar Association Annual Securities Law Seminar (2008, 2009)

Keynote Speaker, MCEE Missouri Stock Market Game Awards Dinner (2006, 2007, 2008)

Presenter, Edward D. Jones Regional Meetings (2006, 2007, 2008)

Keynote Speaker, Northwest Missouri State U. Booth College of Business Awards Dinner (2006)

Keynote Speaker, Show-Me Summit on Aging (2006)