

Web3 and Digital Assets

Skadden



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Web3 and Digital Assets

Skadden's Web3 and Digital Assets Group advises many of the **largest and best-known Web3-native companies**, as well as financial institutions, entertainment companies, global brands and sports leagues, on their Web3 and digital asset engagements. Clients continuously turn to our attorneys not only because of our experience handling complex Web3 legal issues, but also because of our deep understanding of the technology, tokenomics and business models driving the sector. Our practice is ranked in the highest bands of **Chambers FinTech** and **Chambers USA**, including for **Crypto Asset Disputes, Blockchain & Cryptocurrencies and Corporate Securities & Financing**.

As Web3 and blockchain technology has evolved, Skadden has helped clients around the world navigate the complex legal and regulatory environment surrounding this new technology, providing **innovative legal solutions**, which in many cases are issues of first impression.

Our work includes advising on technology transactions, intellectual property, securities regulation and enforcement, state and federal financial regulation, corporate, tax, litigation, data privacy, mergers and acquisitions, anti-money laundering and foreign asset controls, trading and market regulation and consumer protections.

The scope of our Web3 and digital assets practice reflects the diversity of issues that can arise in the space, and we frequently utilize our **worldwide network of attorneys** and **extensive knowledge base** to counsel our clients. Our team includes former officials from regulatory agencies, such as the SEC, CFTC and FinCEN, who have deep experience with how existing regulations may apply to these new technologies.

Web3 and Digital Assets

Our client base covers every type of Web3 stakeholder, including:

- NFT issuers, minters, marketplaces and service providers;
- DeFi protocol developers;
- Virtual currency developers, providers and exchanges;
- Web3 protocol and distributed app (dAPP) developers;
- Layer 2 protocol developers;
- Stablecoin issuers;
- Crypto asset mining companies;
- Providers of custody services;
- Web3 venture capital firms;
- Providers of Web3 audit and security tools; and
- Traditional financial institutions, such as asset managers, banks, broker-dealers, financial services companies and funds, in their Web3 and digital asset projects.

Web3 and Digital Assets

Our representations have included advising on:

- All aspects of NFT work for numerous global and household name brands, major U.S. sports leagues, entertainment companies, auction houses, “native” NFT issuers and NFT platforms;
- Fiat-backed and algorithmic stablecoin projects;
- Regulatory and legal matters relating to the development of blockchain platforms, Level 2 protocols and related digital assets;
- Decentralized Autonomous Organization (DAO) projects;
- Regulatory and transactional work in connection with DeFi protocols;
- Regulatory and transactional work for various digital asset exchanges;
- Commercial, regulatory and intellectual property work for a Web3 “domain name” provider;
- Regulatory and privacy work for a Web3-based social graph platform;
- Various legal matters in connection with decentralized file storage;
- Regulatory and transaction matters relating to a token leasing project;
- Regulatory and transactional work for a digital asset investment management firm;
- Various regulatory, corporate and structuring matters for crypto mining companies;
- Capital raises for digital asset exchanges;
- Formation of cryptocurrency funds;
- Taxation issues related to the treatment of digital assets;
- A global financial institution on the establishment of a cryptocurrency custody business;
- Various clients on engagements with the New York Department of Financial Services on Bitlicense matters; and
- Various clients on money transmitter regulatory issues.

Web3 and Digital Assets

Our internationally recognized Litigation Group has counseled on some of the largest and most consequential digital asset-related litigation, including:

- Coinbase in a class action alleging nearly 80 digital assets traded on the platform constitute “securities,” thereby asserting that the company violated U.S. securities laws for failing to register as a “securities exchange” or “broker dealer”;
- Yuga Labs and numerous individuals in defending a securities class action asserting various claims under federal and state law;
- Maker Ecosystem Growth Foundation and Maker Ecosystem Growth Holdings in class action litigation and related arbitration proceedings relating to the MakerDAO system;
- a crypto/Web3 investment fund in multiple securities litigations involving various DeFi protocols and digital tokens;
- a high-profile SEC enforcement action and related arbitration proceedings involving a company’s digital asset-related technologies;
- an individual in SEC investigatory and enforcement litigation proceedings; and
- numerous crypto-native and other companies in connection with blockchain and digital asset-related litigation matters.

Web3 and Digital Assets

Our Web3 and Digital Assets Group is comprised of attorneys with experience across a wide range of capabilities:



Technology Transactions

Skadden's attorneys have a deep understanding of the manner in which blockchain and related technologies function. We remain on the cutting edge of developments in this space, and routinely speak with CTOs and engineers of Web3 projects to understand how different smart contracts, platforms and protocols operate. Skadden advises clients on Web3 technology issues and negotiates and drafts a wide range of technology agreements for Web3 projects, including those relating to technology and smart contract development and deployment, custody of digital assets, hosting, node services, minting, tokenization, mining and validation. In recognition of our work, Skadden is ranked as a top technology firm by *Chambers*.



Securities and Financial Services Regulation

Skadden regularly advises on the full range of regulatory, enforcement and legislative matters affecting banks, securities firms, funds, nonbank lenders, insurance companies and other financial services firms in relation to digital assets. Our clients frequently call on us to counsel on investigations and resolutions of actions by federal and state regulatory agencies, mergers and acquisitions, capital raising and corporate finance transactions and charter formations.



Litigation and Dispute Resolution

Skadden is ranked in Band 1 of *Chambers Fintech's* Crypto-Asset Disputes category. In addition, our global securities litigation practice is widely regarded as one of the most preeminent groups focused on challenging, high-stakes and "bet-the-company" matters that demand a full range of skills, inside and outside of the courtroom. We combine our litigation experience with a deep understanding of the complex and evolving issues involving blockchain and digital asset technology, cryptocurrencies, NFTs and DeFi, allowing us to help clients navigate disputes that present issues of first impression. We advise numerous clients, including digital asset platforms, developers, investors and others, in securities and commercial litigations and arbitrations. We were named *U.S. News — Best Lawyers' Law Firm of the Year for Securities Litigation* as part of the publication's 2022 Best Law Firms survey; one of two finalists for *New York Law Journal's* 2022 Litigation Department of the Year award and winner of its 2021 Litigation Department of the Year award; as well as a finalist in *The American Lawyer's* 2021 Litigation Department of the Year competition.

Web3 and Digital Assets



Intellectual Property

Skadden advises clients on the unique interplay between intellectual property law and blockchain technology. This includes advising clients on complex open source licensing and use questions, and creating and maintaining trademark rights in a decentralized environment. In the NFT space, we regularly counsel clients on the intellectual property rights required to mint an NFT and on granting license rights to NFT holders, in addition to negotiating and drafting related license agreements.



Privacy and Data Protection

The decentralized and immutable nature of blockchains presents a number of novel issues on the application of data privacy laws. We have advised clients on compliance with data privacy laws, including the EU and U.K. GDPR and U.S. state privacy laws, in connection with Web3 protocols and applications. These representations have included analyzing what information might be deemed “personal data” under applicable law, and counseling on how to comply with requirements of these laws, such as the right to be forgotten. We also have drafted external and internal privacy policies and procedures tailored for a Web3 environment and technology stack.



White Collar Defense and Investigations

Skadden represents companies and their senior executives in SEC, DOJ and state regulatory investigations, including those involving major digital asset platforms, exchanges and protocols; issuers of tokens, NFTs and stablecoins; and firms that invest in digital assets and digital asset projects and protocols. We are recognized as having one of the preeminent white collar defense and investigations practices in the world, including having been repeatedly ranked as a top firm for corporate investigations in *Chambers Global* and *Chambers USA*, as well as for white collar crime in *Benchmark Litigation*.

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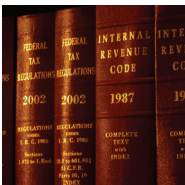
Anti-Money Laundering and Sanctions

Skadden advises global financial institutions, payment services companies, digital asset service providers and other multinational companies from all industries, as well as their boards and senior officers, on all aspects of regulatory examinations, global economic sanctions and anti-money laundering compliance. We represent a wide variety of U.S. and international clients in regulatory, civil and criminal matters involving U.S. and European anti-money laundering and economic sanctions laws, including those administered by the OFAC, FinCEN, OCC, NYDFS and other U.S. and global regulators.



Financial Institutions Regulation and Enforcement

Skadden applies deep knowledge and broad experience to advise financial services companies in the Web3 space on a full range of regulatory, enforcement and legislative matters affecting their platforms and operations, including involving anti-money laundering, economic sanctions and bank secrecy. We have advised exchanges, digital wallet providers, DeFi companies, NFT platforms and stablecoin providers, on money transmitter licensing requirements and regulatory requirements, such as the New York BitLicense. We have substantial experience helping our clients prepare for and respond to regulatory examinations, assessing the need for and drafting voluntary disclosures, and conducting internal investigations and transactional due diligence. Our attorneys have experience working with every major U.S. federal and state financial services regulator, as well as the financial services regulators in many European jurisdictions.



Tax

Skadden's attorneys advise on digital asset-related tax matters for both public and private clients, including on the creation of cryptocurrencies, lending and leasing of cryptocurrencies, reporting obligations for stablecoin issuers, de-SPAC transactions for Web3 target companies, sourcing and reporting rules for NFT minting and secondary sales, and numerous other related topics. With our attorneys' extensive experience at the U.S. Department of the Treasury and the IRS, as well as on congressional tax writing committees, we are highly skilled in handling intricate tax issues with the goal of reaching creative and value-added solutions tailored for a wide range of clients in the digital assets sector. Moreover, as one of the nation's leading tax controversy practices, clients turn to us to resolve large, complex and global tax controversy and litigation matters.

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Corporate/M&A

Our corporate/M&A attorneys' experience and global reach allow us to partner with our clients as they grow from start-ups to global powerhouses, providing practical advice on novel and complex issues relevant to Web3, ranging from analyzing inherently uncertain securities law in the real world to addressing title, custody and insolvency risks relating to digital asset ownership. We handle a broad range of corporate transactions for companies across a full range of transaction sizes, types and complexities, including: negotiated acquisitions and dispositions, joint ventures, hostile transactions and contests for corporate control, and corporate restructurings. Skadden's corporate practice is repeatedly ranked among the top firms worldwide for announced M&A transactions by value in league tables published by *Bloomberg*, *Mergermarket* and Refinitiv.



Capital Markets

Skadden advises those in the Web3 space on the full range of public and private financings and consistently is recognized as one of the top advisers on corporate financings and related transactions. In an environment characterized by rapid change and innovation, our attorneys structure new securities and transactions for clients that enable them to meet their business goals while complying with applicable regulatory frameworks. Our experience encompasses the complete spectrum of equity, debt and hybrid instruments, and we regularly advise U.S. and international companies on structuring offerings of a broad range of digital assets, including security tokens, utility tokens and NFTs.

Chambers
AND PARTNERS

Skadden and our practitioners are cited for “cutting edge, industry-leading legal advice” in **Chambers FinTech 2023** and ranked in Crypto Asset Disputes (Band 1), Blockchain & Cryptocurrencies (Band 2) and Corporate Securities & Financing (Band 2)



Recognized among the top firms for
“client service excellence”

– BTI Consulting Group 2022

**CORPORATE
BOARD MEMBER**

Named the **top corporate law** firm in the U.S.
more times than any other law firm

– *Corporate Board Member's* America's Best Corporate
Law Firms Survey



Fintech Group of the Year

– *Law360* 2022



**The
Deal**

2021 Fintech Law Firm of the Year

2021 Financial Technology Deal of the Year

