



Vivid Seats' Secondary Offering of Class A Common Stock

May 25, 2023

Chicago – May 25, 2023 – Cooley advised the underwriters on Vivid Seats' secondary underwritten public offering of 16,000,000 shares of Class A common stock at a price to the public of \$8 per share. The selling stockholder has granted the underwriters a 30-day option to purchase up to an additional 2,400,000 shares of Class A common stock. Partners Christina Roupas and Courtney Tygesson led the Cooley team.

Citigroup and Morgan Stanley acted as joint book-running managers for the offering, with BofA Securities, Deutsche Bank Securities, RBC Capital Markets and William Blair also acting as book-running managers. Canaccord Genuity, D.A. Davidson & Co., Piper Sandler, Raymond James, Academy Securities, Loop Capital Markets, Penserra Securities and Tigress Financial Partners acted as co-managers for the offering.

Founded in 2001, Vivid Seats is a top online ticket marketplace committed to becoming the ultimate partner for connecting fans to live events, artists and teams.

About Cooley LLP

Clients partner with Cooley on transformative deals, complex IP and regulatory matters, and high-stakes litigation, where innovation meets the law.

Cooley has 1,400 lawyers across 18 offices in the United States, Asia and Europe, and a total workforce of more than 3,000.

This content is provided for general informational purposes only, and your access or use of the content does not create an attorney-client relationship between you or your organization and Cooley LLP, Cooley (UK) LLP, or any other affiliated practice or entity (collectively referred to as "Cooley"). By accessing this content, you agree that the information provided does not constitute legal or other professional advice. This content is not a substitute for obtaining legal advice from a qualified attorney licensed in your jurisdiction, and you should not act or refrain from acting based on this content. This content may be changed without notice. It is not guaranteed to be complete, correct or up to date, and it may not reflect the most current legal developments. Prior results do not guarantee a similar outcome. Do not send any confidential information to Cooley, as we do not have any duty to keep any information you provide to us confidential. This content may have been generated with the assistance of artificial intelligence (AI) in accordance with our [AI Principles](#), may be considered Attorney Advertising and is subject to our [legal notices](#).

Key Contacts

Christina T. Roupas Chicago	croupas@cooley.com +1 312 881 6670
--------------------------------	---------------------------------------

Courtney M.W. Tygesson Chicago	ctygesson@cooley.com +1 312 881 6680
Grady Chang Santa Monica	gchang@cooley.com +1 310 883 6402
Leah Duncan Chicago	lduncan@cooley.com +1 312 881 6623
Adam Bloom Chicago	abloom@cooley.com +1 312 881 6671
David Hopkins Colorado	dhopkins@cooley.com +1 720 566 4063
Susan Piascik Christoff Washington, DC	schristoff@cooley.com +1 202 842 7854
Margie Murphy New York	mmurphy@cooley.com +1 212-479-6218
Todd Gluth San Diego	tgluth@cooley.com +1 858 550 6140
David Dalton Santa Monica	ddalton@cooley.com +1 310 883 6547
Christian Lee San Francisco	christian.lee@cooley.com +1 415 693 2143
Erin Hilliard San Francisco	ehilliard@cooley.com +1 415 693 2337
Alessandra Murata Palo Alto	amurata@cooley.com + 1 650 843 5696
Tony P. Guan Santa Monica	tguan@cooley.com +1 310 883 6543

Nathaniel Hearn Jr. Chicago	nhearn@cooley.com +1 212 479 6189
Karen Tsai Washington, DC	ktsai@cooley.com +1 202 842 7857
Francis Wheeler Colorado	fwheeler@cooley.com +1 720 566 4231

This information is a general description of the law; it is not intended to provide specific legal advice nor is it intended to create an attorney-client relationship with Cooley LLP. Before taking any action on this information you should seek professional counsel.

Copyright © 2023 Cooley LLP, 3175 Hanover Street, Palo Alto, CA 94304; Cooley (UK) LLP, 22 Bishopsgate, London, UK EC2N 4BQ. Permission is granted to make and redistribute, without charge, copies of this entire document provided that such copies are complete and unaltered and identify Cooley LLP as the author. All other rights reserved.