

Practice Contact

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Mergers and Acquisitions

Many of our lawyers specialize in merger and acquisition transactions. They are experienced in the law of Delaware and Ohio – which is the corporate home of dozens of Fortune 1000 companies and which is known for its complex and protective corporate statutes – but also represent both public and private companies in M&A transactions throughout the United States and the world.

We handle all types of corporate M&A transactions, including friendly and hostile corporate takeovers and changes of control, contested and negotiated acquisitions, corporate spin-offs and dividends, leveraged recapitalizations, venture capital investments, holding company formations, joint ventures, going-private transactions, and divestitures. Our firm was significantly involved in the development of the Ohio takeover statutes and has been involved in nearly every hostile tender offer involving an Ohio corporation since those statutes were enacted.

Our M&A practice is client-focused and client-specific. Each M&A transaction poses special issues and challenges, and we assemble an appropriate team of lawyers to provide specialized advice on the tax, litigation, employee benefits, labor and employment, banking, real estate, antitrust, and intellectual property issues that are presented by each particular transaction. Our team-based firm culture also enables our lawyers to work closely with in-house counsel in forming cost-effective transaction teams and to coordinate with other law firms in a co-counsel or local counsel capacity. For these reasons, among others, Vorys is one of only 42 U.S.-based corporate law firms to be named a "Cross Practice Powerhouse Law Firm" by Fortune 1000 companies.

Our M&A lawyers have represented clients in many industries, including retail, consumer products, restaurants, manufacturing, financial institutions, distribution, pharmaceuticals, technologies, and real estate. Representative transactions include:

- Representing Limited Brands, Inc. in the sale of its Express and Limited Stores brands, as well as in acquisitions for its Bath & Body Works and Victoria's Secret brands

(Mergers and Acquisitions Continued)

- Representing The Scotts Miracle-Gro Company in its merger with Miracle-Gro and acquisitions of Ortho[®], Smith & Hawken[®], Morning Song[®] and marketing rights to Roundup[®], as well as in the creation of its holding company structure and its recent special dividend and recapitalization
- Representing Worthington Industries, Inc. in the sale of its Decatur, Alabama steel processing facility and in several unrelated acquisitions totaling more than \$200 million
- Representing Bob Evans in its acquisition of Mimi's Café Restaurants
- Representing Wendy's International, Inc. in the spin-off of its Tim Horton's division
- Representing Park National in several unrelated acquisitions totaling in excess of \$100 million
- Representing Big Lots in the sale of its KB Toys division to Bain Capital
- Representing Liqui-Box in its sale to DuPont Canada and State Savings in its sale to Fifth Third Bank