

PRACTICE CONTACT

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CORPORATE AND BUSINESS ORGANIZATIONS

Practice Areas and Approach

We represent a diverse client base ranging from start-up businesses to Fortune 500 companies in all areas of corporate law, including:

- Mergers, acquisitions and other significant corporate transactions
- Public and private securities offerings
- Federal and state securities law compliance
- Corporate governance and the application of fiduciary duty standards
- Business organizational matters, including entity selection and capital structure

Our approach is simple – efficiently deliver the highest quality corporate legal work and superior client service. We utilize a teamwork approach that draws upon the collective talents and experience of our attorneys and our considerable resources to provide tailored, skilled, cost-effective and timely legal representation.

Recognition

- Vorys ranks as a “**Primary Firm**” in the practice of corporate law and securities law in the *BTI Consulting Group* survey of general counsel, in-house counsel, CEOs and CFOs of Fortune 1000 companies
- Vorys has been selected as a “**Go-To Law Firm**” for 11 consecutive years in *American Lawyer Media’s* survey of in-house counsel at the 500 largest U.S.-based companies
- The *Chambers USA Guide* ranks Vorys as a “**Leading Law Firm**” in corporate law
- *U.S. News and World Report/Best Lawyers* ranks Vorys as a “**Best Law Firm**” in corporate law nationally and as a top tier “**Best Law Firm**” for corporate law, corporate compliance and corporate governance in Columbus and Cincinnati and for corporate law in Akron
- Since 2000, Vorys has been recognized by *Corporate Board Member* magazine as the best corporate law firm in Columbus, Ohio
- 16 members of our Corporate and Business Organizations practice group are included in the *Best Lawyers in America* list

Representative Transactions

SECURITIES OFFERINGS

Debt Offerings

- Air Transport Services Group, Inc. in connection with (i) its private offering of \$258.75 million aggregate principal amount of 1.125% convertible senior notes due 2024 and (ii) its entry into privately negotiated convertible bond hedge transactions and separate privately negotiated warrant transactions
- M/I Homes, Inc. in connection with its Rule 144A/Regulation S offering of \$250 million aggregate principal amount of 5.625% senior notes due 2025

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- Worthington Industries, Inc. in connection with its underwritten public offering of \$200 million aggregate principal amount of its 4.300% Notes due 2032
- The Scotts Miracle-Gro Company in connection with its Rule 144A/Regulation S offering of \$250 million aggregate principal amount of 5.250% senior notes due 2026
- The Scotts Miracle-Gro Company in connection with its Rule 144A/Regulation S offering of \$400 million aggregate principal amount of 6.000% senior notes due 2023
- First Financial Bancorp. in connection with its underwritten public offering of \$120 million aggregate principal amount of 5.125% subordinated notes due 2025
- Worthington Industries, Inc. in connection with its underwritten public offering of \$250 million aggregate principal amount of 4.55% Senior Notes due 2026
- M/I Homes, Inc. in connection with its Rule 144A/Regulation S offering of \$300 million aggregate principal amount of 6.75% senior notes due 2021
- M/I Homes, Inc. in connection with its underwritten public offering of \$86.3 million aggregate principal amount of 3.0% convertible senior subordinated notes due 2018
- M/I Homes, Inc. in connection with its underwritten public offering of \$57.5 million aggregate principal amount of its 3.25% convertible senior subordinated notes due 2017
- The Scotts Miracle-Gro Company in connection with its underwritten public offering of \$200 million aggregate principal amount of 7.25% senior notes due 2018
- Park National Corporation in its private placement to accredited investors of \$30 million in aggregate principal amount of 7% Subordinated Notes due April 20, 2022
- Worthington Industries, Inc. in connection with its underwritten public offering of \$150 million aggregate principal amount of 6.50% Senior Notes due 2020
- M/I Homes, Inc. in connection with its Rule 144A/Reg. S offerings of \$230 million aggregate principal amount of 8.625% senior notes due 2018 and subsequent registered exchange offers
- Worthington Industries, Inc. in connection with the public offering of \$250 million aggregate principal amount of 4.55% senior unsecured notes due 2016
- Bob Evans Farms, Inc. in the private placement by its subsidiary BEF Holding Co., Inc. of \$70 million original principal amount of senior unsecured fixed-rate notes

Equity Offerings

- Park National Corporation in the registration and issuance of 792,937 common shares, together with \$87.8 million in cash, in the merger with Vision Bancshares, Inc. and the registration and issuance of 86,137 common shares, together with \$9.052 million in cash, in the merger involving the acquisition of Anderson Bank Company
- SB Financial Group, Inc. in connection with its registered public offering of \$15 million of Depositary Shares, each representing a 1/100th interest in a 6.50% Noncumulative Convertible Perpetual Preferred Share, Series A
- M/I Homes, Inc. in connection with its underwritten public offering of 2,461,000 common shares for net proceeds (before expenses) of \$54.9 million

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- M/I Homes, Inc. in connection with its underwritten public offering of 2,530,000 common shares for net proceeds (before expenses) of \$42.2 million
- FirstMerit Corporation in connection with its underwritten public offering of 19,065,789 common shares for net proceeds (before expenses) of \$346.9 million
- Bravo Brio Restaurant Group, Inc. in connection with its underwritten initial public offering of 11,500,000 common shares sold by it and certain selling shareholders for net proceeds (before expenses) of approximately \$84.6 million and its underwritten secondary public offering of 4,577,122 common shares sold by certain selling shareholders for net proceeds (before expenses) of approximately \$70.5 million
- A. Schulman, Inc. in connection with the offering of shares of its common stock upon its acquisition of ICO, Inc.
- Park National Corporation in its “At-the-Market” equity offering, in which it sold approximately \$17.5 million of its common shares, and two separate “Registered Direct Offerings,” in which it sold common shares, Series A Common Share Warrants and Series B Common Share Warrants with aggregate gross sale proceeds of approximately \$30.8 million and \$5.0 million
- FirstMerit Corporation in various “At-The-Market” equity offerings, pursuant to which it, from time to time, offered and sold common shares having gross sales proceeds of up to \$250 million
- M/I Homes, Inc. in connection with its underwritten public offering of 4,000,000 Depository Shares each representing 1/1000th of a 9.75% Series A Preferred Share for net proceeds (before expenses) of \$96.9 million

Other Securities Offerings and Transactions

- M/I Homes, Inc. in connection with its tender offer for any and all of its outstanding \$200 million aggregate principal amount of 6.875% senior notes due 2012
- The Scotts Miracle-Gro Company in connection with a recapitalization transaction involving a special dividend, a dutch auction tender offer for \$245.5 million of its common shares and a tender offer for any and all of its \$200 million aggregate principal amount of 6.625% senior subordinated notes

MERGERS AND ACQUISITIONS

- A. Schulman, Inc. in its acquisition of ECM Plastics, Inc. and its acquisition of ICO, Inc.
- Advanced Drainage Systems, Inc. in its acquisition of Inlet & Pipe Protection, Inc.
- Air Transport Services Group, Inc. in its acquisition of Omni Air International
- Big Lots, Inc. in its acquisition of Liquidation World Inc., a publicly-traded company on the Toronto Stock Exchange
- Bob Evans Farms, Inc. in its acquisition of Pineland Farms Potato Company, Inc., its acquisition of Kettle Creations, Inc., and its sale of 145 Mimi’s Cafe restaurants to Le Duff America, Inc.

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- Bravo Brio Restaurant Group in its sale to Spice Private Equity, a Swiss investment company
- CBC Companies in its acquisition of Kroll Factual Data, Inc.
- Diamond Hill Investment Group Inc. in its sale of an ancillary financial services business
- Holophane Corporation in its sale to National Services Industries, Inc.
- L Brands, Inc. in its sale of its Express and Limited Stores brands, as well as in acquisitions for its Bath & Body Works and Victoria's Secret brands
- M/I Homes, Inc. in its acquisitions in Detroit, Michigan; Minneapolis, Minnesota; Orlando, Florida; Houston, Texas; and San Antonio, Texas
- The Ohio State University in a strategic alliance with the H. Lee Moffitt Cancer Center and Research Institute Hospital, Inc. to accelerate discoveries in cancer research
- An industry segment leading distributor of Parker Hannafin and other hydraulic, hose, connector and electro-mechanical products and related tools in its sale of assets to a public company in the aerospace and industrial distribution markets
- Plaskolite, Inc. in its acquisitions of a division of Rotuba Extruders, Inc., a division of Bayer, a division of Pexco LLC, and certain product lines from Specchidea S. R L.
- RealWeld Systems, Inc. in the sale of substantially all of its assets to The Lincoln Electric Company
- R.G. Barry Corporation in multiple mergers and acquisitions, including: its sale to MRGB Hold Co., an affiliate of Mill Road Capital; its acquisition of Foot Petals; and its acquisition of Baggallini
- Rolls-Royce Corporation and Rolls-Royce Energy Systems, Inc. as U.S. counsel in connection with the sale of Rolls-Royce's energy gas turbine and compressor business to Siemens Energy, Inc.
- Safelite Group, Inc. in its acquisition of nine regional vehicle glass repair and replacement companies located across the United States
- Safety Solutions, Inc. in its sale to W.W. Grainger, Inc.
- Salt Run Capital, Inc. in its sale of The Oxford Oil Company, LLC to Eclipse Resources I, LP
- Tailored Brands, Inc., and its subsidiary, The Men's Wearhouse, Inc., in the sale of its corporate apparel business to a group led by the existing U.K. corporate apparel executive team
- The Scotts Company LLC in its sale of Smith & Hawken, Ltd. to Target Brands, Inc. and in its merger with Miracle-Gro and acquisitions of Ortho[®], Smith & Hawken[®], Morning Song[®] and marketing rights to Roundup[®]
- Thirty-One Gifts, LLC in its acquisition of Jewel Kade Holdings LLC and its acquisition of Rendi LLC
- Showa Aluminum in the spin-off and sale of its global heat exchanger business to a Japanese corporation
- Worthington Industries, Inc. in multiple recent acquisitions, including: New AMTROL Holdings, Inc., Palmer Mfg and Tank, Inc.; Westerman, Inc.; PSI Energy Solutions, LLC;

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Angus Industries; Coleman Cylinders; BernzOmatic; ClarkWestern Building Systems, Inc.; Hy-Mark Cylinders, Inc.; Gibraltar Industries, Inc.; Structural Composites Industries, LLC; Piper Metal Forming Corporation; U.S. Respiratory, Inc.; Pacific Cylinders, Inc.; the tank manufacturing division of Steffes Corporation; Midstream Equipment Fabrication LLC; James Russell Engineering Works, Inc.; Rome Strip Steel Company, Inc.; and NetBrazo LLC

- A New York-based private investment firm in 12 portfolio company add-on acquisitions of companies located throughout the United States in a variety of service based industries
- A UK-based public company, through one of its U.S. subsidiaries, in its acquisition of a manufacturer based in Illinois and Texas that specializes in the development, manufacture and distribution of a wide range of road work zone safety products; an Oklahoma-based cooling tower manufacturer; and a Maine-based manufacturer of custom composite parts
- A publicly-traded national retailer in the sale of 100% of the stock of a subsidiary to a newly-formed entity owned by the subsidiary's management group. This management buy-out (MBO) transaction resulted in the divestiture of one of the client's ancillary businesses
- A multifamily investment company in multiple joint ventures among the client, insurance companies, real estate investment trusts, and large public pension funds relating to multifamily real estate projects across the U.S.
- A national air cargo transportation company in its acquisition of a Florida-based aviation services company
- An international industrial packaging company in its sale of a Louisiana-based lubrication filling company and the sale of a Toronto-based specialty chemical manufacturer
- A national distributor of specialty process flow control products and services in multiple acquisitions throughout the United States, including its acquisition of a Texas-based industrial pump distributor; a Midwest-based industrial valve manufacturing and repair company; a New York-based process control, steam specialties and HVAC system corporation; a Michigan-based valve and instrumentation distributor; and a North Carolina-based pharmaceutical, biotech and medical device consulting service company
- A global fastener manufacturer and supplier in its acquisition of a Midwest-based fabrication and machine shop and a joint venture with a European bolt manufacturer
- A private equity firm in the capital raise and acquisition of a Midwest-based commercial building products manufacturer and distributor
- A private equity firm in the capital raise and acquisition of an Ohio-based drainage distributor and servicer
- [Click here for a comprehensive list of representative financial institution mergers and acquisitions](#)