



ADAM K. BRANDT

Partner [Columbus Office](#)

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PRACTICE AREAS

Corporate and Business Organizations

EDUCATION

The Ohio State University
Michael E. Moritz College of Law,
J.D., 1996, Honors in Law, Order
of the Coif

Williams College, B.A., 1993, *cum
laude*

BAR AND COURT ADMISSIONS

Ohio

*Admitted to practice law only in
the states listed above.*

Adam is a partner in the Vorys Columbus office where he is the chair of the corporate group. His practice is focused on representing public companies in securities regulation and capital markets transactions, tender offers, periodic reporting and disclosure (including Form 10-K, 10-Q, 8-K and proxy reporting) and corporate governance (including executive compensation and NYSE/Nasdaq regulation) and public and private companies in mergers and acquisitions and general corporate matters.

Representative transactions include:

- Representing M/I Homes, Inc. in connection with its Rule 144A/Regulation S offering of \$400 million aggregate principal amount of 4.950% senior notes due 2028
- Representing M/I Homes, Inc. in connection with its Rule 144A/Reg. S offering of \$250 million aggregate principal amount of 5.625% senior notes due 2025 and subsequent registered exchange offer
- Representing M/I Homes, Inc. in connection with its Rule 144A/Reg. S offering of \$300 million aggregate principal amount of 6.75% senior notes due 2021 and subsequent registered exchange offer
- Representing 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
- Representing Safelite, Inc. in numerous merger and acquisition transactions across the United States
- Representing Magnum Magnetics Corporation in its dividend recapitalization with PNC Mezzanine Capital
- Representing M/I Homes, Inc. in connection with its concurrent underwritten public offerings of (a) \$86,250,000 aggregate principal amount of 3.0% convertible senior subordinated notes due 2018 and (b) 2,461,000 common shares for combined net proceeds (before expenses) of \$138.2 million
- Representing M/I Homes, Inc. in connection with its concurrent underwritten public offerings of (a) \$57,500,000 aggregate principal amount of 3.25% convertible senior subordinated notes due 2017 and (b) 2,530,000 common shares for combined net proceeds (before expenses) of \$97.1 million
- Representing M/I Homes, Inc. in connection with its Rule 144A/Reg. S offering of \$230 million aggregate principal amount of 8.625% senior notes due 2018 and subsequent registered exchange offer
- Representing 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
- Representing 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

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- Representing M/I Homes, Inc. in connection with its underwritten public offering of 4,475,600 common shares for net proceeds (before expenses) of approximately \$52.8 million
- Representing Liqui-Box Corporation in its sale to DuPont Canada
- Representing Big Lots, Inc. in the sale of its KB Toys division to Bain Capital

Adam has been a speaker on changes to federal securities laws on numerous occasions.

Insights

"Evolving Disclosures in 2021," January 12, 2021

"*Securities Alert*: ISS Issues 2019 Proxy Voting Guidelines Updates," November 21, 2018

"*Securities Alert*: ISS Issues 2018 Proxy Voting Guidelines Updates," November 21, 2017

"*Securities Alert*: SEC Proposes to Modernize and Simplify Regulation S-K," October 17, 2017

"*Securities Alert*: SEC Adopts T+2 Settlement Cycle for Securities Transactions," March 27, 2017

"*Securities Alert*: SEC Updates Guidance on Non-GAAP Financial Measures," May 20, 2016

"*Securities Alert*: SEC Adopts Final Pay Ratio Disclosure Requirements," August 10, 2015

"*Securities Alert*: SEC Proposes Executive Compensation Clawback Rules," July 6, 2015

"*Securities Alert*: SEC Proposes 'Pay Versus Performance' Disclosure Rules," May 5, 2015

"*Securities Alert*: SEC Amends Regulation A Exemption to apply to Offerings of up to \$50 Million of Securities Annually," April 3, 2015

Professional and Community Activities

Columbus Metropolitan Library Foundation, Board of Trustees, 2016-present

Big Brothers/Big Sisters of Central Ohio, Board of Trustees, 2002-2008

COSI Advisory Council, 2005-2010

Ohio Cultural Facilities Commission, Member appointed by Gov. Robert A. Taft and re-appointed by Gov. Ted Strickland, 2005-2010

Honors and Awards

The Best Lawyers in America, Corporate Law, 2016-2021

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Chambers and Partners, Leading Lawyer in Corporate/M&A, 2014-2020

Ohio Super Lawyers Rising Stars, Mergers and Acquisitions, 2006-2007, 2009

Events

Preparing for the 2018 Proxy and Annual Reporting Season

December 8, 2017

KPMG/Vorys Directors Roundtable - Role of the Board in Assessing the Impact of the Trump Administration's Policy Initiatives

June 8, 2017

EY Corporate Year-End Update

November 15, 2016

KPMG/Vorys Directors Roundtable - How High-Impact Boards are Connecting Dots and Delivering Value

June 9, 2016