

## Services

### Securities Offerings

#### Practice Contact

Adam K. Brandt

#### Attorneys

Aaron S. Berke

Jason L. Hodges

Roger E. Lautzenhiser, Jr.

Michael D. Martz

Adam L. Miller

Bruce P. Paige

Chadwick P. Reynolds

Kimberly J. Schaefer

Jeffery E. Smith

J. Bret Treier

Anthony D. Weis

Gregory J. Zelasko

Frank C. Zonars

Our securities clients range from Fortune 500 public corporations to middle-market companies and cover a broad range of industries, including retail, manufacturing, insurance, consumer products, home building, information technology, restaurant, financial institutions and air transportation. Our investor clients include private equity firms, private and angel investors, family offices, venture capital firms and various lenders.

We have extensive experience in securities and capital markets transactions, including:

- Initial and secondary public equity offerings
- Rule 144A, Regulation S and registered debt offerings
- Shelf registrations and takedowns
- Equity-linked securities offerings (including trust preferred securities and convertible debt)
- Tender offers and consent solicitations
- Exchange offers, including Exxon Capital A/B exchange offers
- Business combinations
- Private placements of equity and debt securities
- Going-private transactions
- Registered direct offerings
- At-the-market offerings
- Stock repurchase programs
- Rights offerings
- Recapitalizations

We advise our clients on the structure, negotiation and management of such transactions, including pre-transaction planning, due diligence, preparation and filing of registration statements, prospectuses and offering memoranda and drafting and negotiation of underwriting and purchase agreements and other offering materials.

## Representative Clients

- Abercrombie & Fitch Co.
- Air Transport Services Group, Inc.
- Big Lots, Inc.
- Diamond Hill Investment Group, Inc.
- First Financial Bancorp.
- M/I Homes, Inc.
- Park National Corporation
- Peoples Bancorp Inc.
- The Scotts Miracle-Gro Company
- Worthington Industries, Inc.

## News

[News, 10.9.2023](#)

74 Vorys Attorneys Included in 2023 *Columbus CEO's Best Lawyers*

[News, 8.24.2023](#)

Vorys Advises ATSG in \$400M Senior Notes Offering

[News, 1.3.2023](#)

More Than 35 Vorys Attorneys Included on Ohio Super Lawyers and Rising Stars List

[News, 8.3.2020](#)

Vorys Advises Abercrombie & Fitch Co. in Rule 144A/Regulation S Offering

[News, 1.23.2020](#)

Vorys Advises M/I Homes in Rule 144A/Regulation S Offering

[News, 10.11.2019](#)

Vorys Advises Worthington Industries, Inc. in Acquisition of Heidtman Steel Products, Inc. Facility Located in Cleveland, Ohio

[News, 9.4.2019](#)

Vorys Advises Worthington Industries, Inc. in European Notes Offering

[News, 10.3.2017](#)

Vorys Advises Air Transport Services Group, Inc. in Offering of Convertible Senior Notes

[News, 8.3.2017](#)

Vorys Advises M/I Homes in Rule 144A/Regulation S Offering

[News, 7.28.2017](#)

Vorys Advises Worthington Industries, Inc. in Public Offering of Senior Notes

[News, 12.19.2016](#)

Vorys Advises The Scotts Miracle-Gro Company In Offering Of Senior Notes

[News, 12.4.2015](#)

Vorys Advises M/I Homes in Rule 144A/Regulation S Offering

[News, 10.15.2015](#)

Vorys advises The Scotts Miracle-Gro Company in Offering of Senior Notes

[News, 8.26.2015](#)

Vorys Advises First Financial Bancorp. in Public Offering of Subordinated Notes

## Publications

[Client alert, 5.11.2023](#)

SEC Adopts New Share Repurchase Disclosure Requirements

[Client alert, 12.22.2022](#)

SEC Finalizes Amendments to Rule 10b5-1 Trading Plans

[Client alert, 12.21.2021](#)

SEC Proposes Amendments to Rule 10b5-1 Trading Plans and Share Buyback Disclosure Rules

[Client alert, 11.19.2021](#)

SEC Adopts New Universal Proxy Rules for Director Elections

[Authored article, 1.12.2021](#)

Evolving Disclosures in 2021

[Client alert, 1.4.2021](#)

New Corporate Transparency Act Will Require Private Companies to Disclose Beneficial Ownership

[Client alert, 12.26.2018](#)

*Securities Alert:* Securities and Exchange Commission Adopts Final Hedging Disclosure Rules

[Client alert, 11.21.2018](#)

*Securities Alert:* ISS Issues 2019 Proxy Voting Guidelines Updates

[Authored article, Fall 2018](#)

Raising Capital or Issuing Debt for Community Institutions

[Client alert, 11.21.2017](#)

*Securities Alert:* ISS Issues 2018 Proxy Voting Guidelines Updates

Client alert, 10.17.2017

*Securities Alert:* SEC Proposes to Modernize and Simplify Regulation S-K

Client alert, 5.20.2016

*Securities Alert:* SEC Updates Guidance on Non-GAAP Financial Measures

Client alert, 8.10.2015

*Securities Alert:* SEC Adopts Final Pay Ratio Disclosure Requirements

## Speaking Engagements

Event, 12.7.2023

Thomson Reuters Institute's 6th Annual Midwest M&A / Private Equity Forum

12.8.2017

Preparing for the 2018 Proxy and Annual Reporting Season

6.8.2017

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

Presented by KPMG and Vorys, Sater, Seymour and Pease LLP

6.9.2016

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

Presented by KPMG and Vorys, Sater, Seymour and Pease LLP

1.23.2015

Preparing for the 2015 Proxy and Annual Report Season -- Columbus

Presented by Vorys, Sater, Seymour and Pease LLP and Ernst & Young

## Representative Transactions

### Debt Offerings

- Air Transport Services Group, Inc. (ATSG) in connection with its private offering of \$400 million aggregate principal amount of 3.875% convertible senior notes due 2029
- The Scotts Miracle-Gro Company in connection with its Rule 144A/Regulation S offering of \$500 million aggregate principal amount of 4.000% senior notes due 2031
- M/I Homes, Inc. in connection with its Rule 144A/Regulation S offering of \$300 million aggregate principal amount of 3.950% senior notes due 2030
- Abercrombie & Fitch Co. in connection with its Rule 144A/Regulation S offering of \$350 million aggregate principal amount of 8.75% senior secured notes due 2025
- First Financial Bancorp. in connection with its public offering of \$150 million aggregate principal amount of 5.25% fixed-to-floating rate subordinated notes due 2030

- The Scotts Miracle-Gro Company in connection with its underwritten public offering of \$450 million aggregate principal amount of 4.500% senior notes due 2029
- Air Transport Services Group, Inc. in connection with its \$500 million aggregate principal amount of 4.750% senior unsecured notes due 2028
- 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
- Worthington Industries, Inc. and two of its European subsidiaries, Worthington Industries International S.à r.l and Worthington Cylinders GmbH, in connection with its €91.7 million private placement of senior notes and \$47.7 million shelf facility
- Park National Corporation in connection with its underwritten public offering of \$175 million aggregate principal amount of 4.50% Fixed-to-Floating Rate Subordinated Notes due 2025
- 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
- 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

## Equity Offerings

- M/I Homes, Inc. in connection with its public offering of 2,461,000 common shares for net proceeds of \$54.9 million
- M/I Homes, Inc. in connection with its public offering of 2,530,000 common shares for net proceeds of \$42.2 million
- Park National Corporation in connection with 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
- FirstMerit Corporation in connection with its 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 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 secondary public offering of 4,577,122 common shares sold by certain selling shareholders for net proceeds (before expenses) of approximately \$70.5 million
- SB Financial Group, Inc. in connection with its underwritten 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
- 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 public offering of 4,000,000 Depositary Shares each representing 1/100th of a 9.75% Series A Preferred Share for net proceeds of \$96.9 million