

## Services

### Mergers and Acquisitions

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We have considerable experience in nearly every form of transaction, including:

- Stock and asset acquisitions
- Mergers
- Friendly and hostile corporate takeovers, with notable experience involving the Ohio anti-takeover statutes
- Divestitures and corporate spin-offs
- Leveraged recapitalizations
- Venture capital and private equity investments
- M&A related restructurings
- Joint ventures and strategic alliances
- Going-private transactions
- Public/private partnerships

We represent our clients in all phases of a transaction, from the structuring and planning through the due diligence, negotiation, execution and implementation of a transaction. Our M&A attorneys are experienced in leading a transaction and efficiently completing the deal. Recognizing that each transaction presents unique issues and challenges, our M&A team includes attorneys with experience in tax (including federal, state and local), litigation, employee benefits, labor and employment, environmental, finance, real estate, antitrust, securities, information technology and cybersecurity, intellectual property, immigration, corporate governance and compliance, bankruptcy, and regulatory aspects of a transaction. We also have considerable experience coordinating with other law firms in a co-counsel or local counsel capacity, especially as it relates to Ohio's complex anti-takeover statutes.

### News

[News, 2.12.2024](#)

Vorys Advises Myers Industries in Acquisition

[News, 1.4.2024](#)

Zonars Selected for the New Albany Chamber of Commerce 2024 Leadership Class

[News, 1.4.2024](#)

Vorys Advises Kentucky Distillery in Joint Venture

[News, 12.29.2023](#)

More Than 30 Vorys Attorneys Included on Ohio Super Lawyers and Rising Stars List

[News, 12.12.2023](#)

Vorys Advises Worthington Industries in its Steel Processing Spin-Off

[News, 11.2.2023](#)

Vorys Receives 72 Tier One Rankings on 2024 Best Lawyers "Best Law Firms" List

[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, 8.17.2023](#)

More Than 155 Vorys Attorneys Named to the 30th Edition of The Best Lawyers in America® Lists

[News, 1.18.2023](#)

Vorys Advises Doing Things Media in Acquisition of Overheard

[News, 11.3.2022](#)

Vorys Receives 69 Tier One Rankings on 2023 *U.S. News – Best Lawyers* "Best Law Firms" List

[News, 11.1.2022](#)

Vorys Advises Worthington Industries, Inc. in Sale of Steel Processing Facility

[News, 8.18.2022](#)

Ten Vorys Attorneys Included in the 29th Edition of Best Lawyers: "Lawyer of the Year"

[6.29.2022](#)

59 Vorys Attorneys Included in 2022 *Columbus CEO's* Best Lawyers

[News, 8.10.2021](#)

Experienced In-House General Counsel Joins Vorys; Corporate Group

News, 6.11.2021

Vorys Advises Worthington Industries, Inc. in Acquisition from Affiliates of MiddleGround Capital, LLC

News, 5.11.2021

Vorys Advises Hollister Co. in Launch of New Fashion Brand, Social Tourist

News, 4.9.2021

Nine Vorys Attorneys Listed on the 2021 Cincy Leading Lawyers List

News, 2.24.2021

Smith Quoted in S&P Global *Market Intelligence* Story Titled “Investor Activism to Intensify for US Banks as M&A Picks Up”

News, 1.29.2021

Vorys Advises Worthington Industries, Inc. with Acquisition of Business Segment from General Tools & Instruments Company LLC

News, 1.29.2021

Vorys Advises Worthington Industries, Inc. with Sale of Pressure Cylinders Business Segment

News, 10.11.2019

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

News, 2.4.2019

Ten Vorys Attorneys Selected As 2019 Leading Lawyers by Cincy Magazine

News, 12.28.2018

Vorys Advises Greif, Inc. in Financing for Caraustar Acquisition

News, 12.5.2018

Forty-eight Vorys Attorneys Included on Ohio Super Lawyers and Rising Stars List

News, 11.14.2018

Vorys Advises Air Transport Services Group in Acquisition of Omni Air International

News, 8.15.2018

More Than 100 Vorys Attorneys Named to 2019 Best Lawyers in America® List

News, 8.15.2018

Nine Vorys Attorneys Named 2019 Lawyers of the Year by Best Lawyers

News, 6.13.2018

Vorys Advises Bravo Brio Restaurant Group in Sale to Private Equity Firm

News, 2.14.2018

Vorys Continues Expansion in Cleveland with Addition of Martin Gates

News, 10.31.2017

Vorys Receives 70 Tier One Rankings on 2018 U.S. News – Best Lawyers "Best Law Firms" List

News, 8.17.2017

Twenty Vorys Attorneys Named 2018 Lawyers of the Year by Best Lawyers

News, 6.5.2017

Vorys Advises Worthington Industries in Acquisition of Amtrol

News, 11.1.2016

Vorys Receives 71 Tier One Rankings on 2017 U.S. News- Best Lawyers "Best Law Firms" List

News, 2.16.2016

Schaefer Featured on BusinessWise Radio Show

News, 11.20.2015

Brandt Featured in *Columbus Business First* Who to Know in Law List

News, 11.2.2015

Vorys Receives 67 Tier One Rankings on 2016 U.S. News- Best Lawyers "Best Law Firms" List

News, 10.10.2015

Smith Quoted in *Columbus Business First* Story Titled "M&A: Who's buying in 2016?"

News, 10.5.2015

Treier Featured in *Akron Legal News* Story Titled "Vorys Attorney Shares His Mergers and Acquisitions Experience in a New Book"

News, 9.21.2015

Treier Co-Authors Book on Mergers and Acquisitions

News, 2.20.2015

Falk Named to 2015 BTI "Client Service All-Star" List

News, 1.19.2015

Vorys Advises Worthington Industries In Acquisition of Business of Rome Strip Steel Company, Inc.

News, 11.3.2014

Vorys Receives 63 Tier One Rankings on 2015 U.S. News - Best Lawyers "Best Law Firms" List

News, 9.5.2014

Vorys Advises R.G. Barry Corporation In Sale to Mill Road Capital Affiliate

News, 8.11.2014

Vorys Advises Insight Bank in Merger with First Financial Bank

News, 8.1.2014

Vorys Advises Worthington Industries In Acquisition of Business of Midstream Equipment Fabrication LLC

[News, 7.31.2014](#)

Vorys Advises Worthington Industries In Acquisition of Business of James Russell Engineering Works, Inc.

[News, 5.29.2014](#)

Vorys Advises Home Federal Bancorp, Inc. in Merger with Cascade Bancorp

[News, 4.16.2014](#)

Vorys Ranks Seventh Nationally in Number of Bank Mergers and Acquisitions in 2013

[News, 11.13.2013](#)

Vorys Ranks Seventh Nationally in Number of Bank Mergers and Acquisitions

[News, 7.22.2013](#)

Vorys Advises Salt Run Capital in Connection with the Sale of The Oxford Oil Company

[News, 4.16.2013](#)

Vorys Advises Worthington Industries In Acquisition of Business of Palmer Mfg. & Tank, Inc.

[News, 3.7.2012](#)

Bryan H. Falk Joins the Vorys' Real Estate Group

[News, 12.16.2011](#)

75 Vorys Attorneys Recognized as 2012 Ohio Super Lawyers and Rising Stars

[News, 11.9.2011](#)

Brandt quoted in *Corporate Board Member* article on stock buyback programs

[News, 9.16.2011](#)

Smith featured in *Law360 Corporate and Finance* Article

[News, 6.30.2009](#)

Vorys, Sater, Seymour and Pease LLP representing NB&T Financial Group, Inc. in acquisition of Community National Corporation

[News, 6.23.2009](#)

Vorys announced as title sponsor of INVESTOhio equity conference

## Publications

[Client alert, 6.23.2021](#)

Caution to Private Equity Firms Acquiring Competing Portfolio Companies

[Client alert, 2.9.2021](#)

Buyers Beware of Non-Reliance Provisions in M&A Transactions

Client alert, 11.19.2020

*Client Alert:* IRS Guidance Addresses the Impact of M&A Transactions Involving PPP Borrowers on Employee Retention Tax Credits

Client alert, 10.28.2020

*Client Alert:* SBA Clarifies PPP Rules for M&A Transactions

Authored article, 10.12.2020

White Paper: The Who and Whose of the Attorney-Client Privilege in Mergers and Acquisitions

Authored article, Winter 2018

The Challenges of CSI in M&A

Authored article, *The Bankers' Statement – Summer 2015*, Summer 2015

Be Prepared: Strategic Planning for M&A Activities

Authored article, *Crain's Cleveland Business*, 1.19.2015

Don't Buy an FCPA Problem in an Overseas Deal

Authored article, 2015

Mergers and Acquisitions for Distributors: Expert Advice for Buyers and Sellers

## Speaking Engagements

Event, 3.9.2024

The National Black Law Students Association's 56th National Convention

Event, 3.5.2024

EMPOWERHER: A Women's Professional Panel Celebrating Women's History Month

Event, 12.7.2023

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

10.25.2018

2018 Ohio Provider Resource Association Fall Conference

9.4.2014

OBL/ILFI Joint Convention

9.13.2012

INTA Roundtable Workshop: Fifty Shades of M&A IP due Diligence in M&A Transactions

Presented by the International Trademark Association and Vorys, Sater, Seymour and Pease LLP

10.18.2011

Helping Your Client Buy or Sell a Small-to-Medium Sized Business

Presented by the National Business Institute

9.22.2011

INVESTOhio Equity Conference

Presented by Vorys, Sater, Seymour and Pease LLP and Crowe Horwath LLP

9.29.2010

Mergers and Acquisitions: Nuts and Bolts

Presented by the National Business Institute

## Representative Transactions

- Worthington Industries, Inc., in its spin-off of Worthington Steel, Inc., as an independent, publicly traded company
- Worthington Industries, Inc. and Worthington Specialty Processing, a consolidated joint venture of which a subsidiary of Worthington Industries owns a controlling interest, in the sale by WSP of its remaining steel processing facility, located in Jackson, Michigan, and certain associated assets, to an affiliate of Marubeni-Itochu Steel America Inc. for net cash proceeds of approximately \$21.3 million
- Worthington Industries, Inc. in multiple transactions by its business segments and joint ventures, including the recent acquisitions by its Consumer Products business segment of Level5® Tools, LLC and of General Tools & Instruments Company LLC and by its Steel Processing business segment, together with its consolidated joint venture TWB Company, L.L.C., of certain assets of the Shiloh Industries U.S. BlankLight® business
- The Sherwin-Williams Company in its acquisition of Tennant Coatings, a national cleaning equipment and coatings systems manufacturer
- A New York-based private equity firm and its portfolio companies in nearly 100 acquisitions of service-related companies located across the United States
- Boone County Distillery in its joint venture with Coup de Foudre LLC to produce Steph Curry's "Gentleman's Cut" Bourbon
- First Financial Bank in its acquisition of Bannockburn through a merger of Bannockburn into the bank
- Bravo Brio Restaurant Group in its sale to Spice Private Equity, a Swiss investment company
- 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.
- M/I Homes, Inc. in its acquisitions in Detroit, Michigan; Minneapolis, Minnesota; Orlando, Florida; Houston, Texas; and San Antonio, Texas
- Worthington Enterprises, Inc. in its acquisition of an outdoor cooking products business
- 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

- Air Transport Services Group, Inc. in its acquisition of Omni Air International
- 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
- 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®
- Myers Industries, Inc. in multiple acquisitions, including its purchase of the assets of Mohawk Rubber Sales of New England Inc., Trilogy Plastics and Signature Systems
- A private-equity-owned sweeping-services company in its acquisition of dozens of entities
- Safelite Group, Inc. in all of its acquisitions of regional vehicle glass repair and replacement companies located across the United States
- 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.
- Advanced Drainage Systems, Inc. in its acquisition of Inlet & Pipe Protection, Inc.
- A. Schulman, Inc. in its acquisition of ECM Plastics, Inc. and its acquisition of ICO, 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
- Big Lots, Inc. in its acquisition of Liquidation World Inc., a publicly-traded company on the Toronto Stock Exchange
- 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.
- Thirty-One Gifts, LLC in its acquisition of Jewel Kade Holdings LLC and its acquisition of Rendi LLC
- White Oak Partners in the sale of Paradigm Intermediate Holdings LLC and Magnolia Windows & Doors LLC
- 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.
- 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
- 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
- Showa Aluminum in the spin-off and sale of its global heat exchanger business to a Japanese corporation
- [Click here](#) for a comprehensive list of representative financial institution mergers and acquisitions