



Jason L. Hodges

PARTNER

Cincinnati

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Practice Areas

Business Organizational Matters,
Including Entity Selection and
Capital Structure

Corporate and Business
Organizations

Corporate Governance

Mergers and Acquisitions

Securities Law Compliance

Securities Offerings

Education

University of Kentucky College of
Law, J.D., *cum laude*, 2000

Kentucky Law Journal, Associate
Editor, 1999-2000

Centre College, B.A., 1997

Bar & Court Admissions

Kentucky

Ohio

U.S. District Court for the

Jason is a partner in the Cincinnati office of Vorys where he practices corporate and business law, representing companies in a broad range of sizes and industries. He has worked with start-ups, large publicly traded companies and those in-between, and has considerable experience in corporate and business law, mergers and acquisitions, private equity, banking and securities.

Jason's work with his clients spans from entity selection and formation to exit strategies and acquisitions. He regularly advises clients on purchases and sales of businesses, equity investments and offerings, strategic alternatives, and general contract and business matters. He advises public company clients on their disclosure and reporting under the Securities Exchange Act of 1934 and on corporate governance matters, and frequently works with financial institutions on regulatory compliance, securities matters, capital raising and acquisitions.

Representative transactions include:

- Representing an Ohio based services company in over 30 add-on acquisitions ranging from a few million dollars to \$50 million
- Representing a New York based private equity fund in numerous multi-million dollar portfolio company acquisitions across the country
- Representing a Swiss company in its multi-million dollar acquisition of a U.S. company
- Representing R.G. Barry Corporation in its over \$200 million sale to Mill Road Capital
- Representing a savings and loan holding company in its acquisition for approximately \$50 million in cash and stock
- Representing a bank holding company in its acquisition for over \$40 million in cash and stock
- Representing a mutual savings association in multiple merger acquisitions
- Advising various private equity investors and individuals in differing forms of investments, acquisitions and dispositions

Southern District of Ohio

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

Industries

Financial Institutions

Manufacturing

Private Equity

- Representing a bondholder group in a \$22 million asset purchase transaction
- Representing a marine engine manufacturer in a \$30 million asset sale transaction
- Counseling both early-stage and established companies in securities offerings and private equity investments
- Serving as underwriter's counsel in multiple financial institution mutual to stock conversions and the related initial public offerings
- Advising various financial institutions and their holding companies in multimillion dollar acquisition transactions
- Representing a savings and loan holding company in a multi-million dollar Regulation D private offering
- Representing investors in the acquisition of control and formation of a financial institutions
- Advising publicly traded companies on securities law compliance and reporting, including various corporate governance and activist shareholders matters, contested proxy solicitations and private placements of securities

Jason is licensed to practice in both Ohio and Kentucky, and is a member of the Ohio State Bar Association, the Kentucky Bar Association and the Cincinnati Bar Association.

Jason received his J.D. *cum laude* from the University of Kentucky College of Law, where he was an associate editor for the *Kentucky Law Journal*. He received his B.A. from Centre College.

Honors & Recognitions

Ohio Super Lawyers Rising Stars, Business/Corporate, 2009-2011

Professional and Community Activities

Urban Appalachian Council, Trustee, 2006-2014; Treasurer, 2008-2014

Cincinnati Bar Association Corporate Counsel Committee, Secretary, 2005-2012

Maketewah Country Club, Director, 2009-2013