



Roger E. Lautzenhiser, Jr.

PARTNER

Cincinnati

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Practice Areas

Business Organizational Matters,
Including Entity Selection and
Capital Structure

Corporate and Business
Organizations

Corporate Governance

Intellectual Property

International

Labor and Employment

Mergers and Acquisitions

Securities Law Compliance

Securities Offerings

Securities, Shareholder Disputes
and Corporate Governance

Trade Secrets

Education

University of California at Los
Angeles School of Law, J.D., 1979

Stanford University, A.B., 1976,
with Distinction, Phi Beta Kappa

Roger is a partner in the Vorys Cincinnati office and a member of the corporate group. His practice is focused on the representation of public and private companies in federal and state securities regulation, corporate law and corporate governance, corporate financing and insurance law. He works with public companies in matters involving corporate reporting and disclosure, securities offerings, corporate governance, Sarbanes-Oxley Act of 2002 compliance and executive compensation. Roger works with both public and private companies in matters involving mergers and acquisitions, financing and risk management.

Representative transactions include:

- Representation of a supplier of specialized military replacement parts in its \$230 million stock sale and rollover equity investment that also included the spinout of multiple subsidiaries
- Representation of NASDAQ-listed Air Transport Services Group, Inc. in connection with its acquisition of Omni Air International for \$845 million
- Representation of NASDAQ-listed Air Transport Services Group, Inc. in connection with its 2017 offering of \$259.75 million aggregate principal amount of senior notes, and its entry into privately negotiated convertible bond hedge transactions
- Representation of Air Transport Services Group, Inc. in connection with a 2017 secondary public offering by a selling shareholder of shares of common stock at an offering price of approximately \$98 million
- Representation of NASDAQ-listed First Financial Bancorp. in connection with its underwritten public offering of \$120 million aggregate principal amount of subordinated notes
- Representation of 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
- Representation of First Financial Bancorp. in connection with its 2017 \$100 million "at-the-market" offering of common shares

Bar & Court Admissions

Ohio

Admitted to practice law only in the states listed above.

Industries

Insurance

Private Equity

- Representation of Abercrombie & Fitch Co. in connection with the Rule 144A/Regulation S offering of \$350 million aggregate principal amount of 8.75% senior secured notes due 2025
- Representation of Navian Capital in connection with the 2018 launch of Luma Financial Technologies, a joint venture with Morgan Stanley and Bank of America Merrill Lynch
- Representation of Bravo Brio Restaurant Group in its 2018 sale to Spice Private Equity AG
- Representation of Lancaster Pollard in its 2017 sale to ORIX USA Corp., a subsidiary of ORIX Corp
- Representation of Air Transport Services Group, Inc. in connection with its acquisition of PEMCO World Air Services, Inc.
- Representation of footwear and accessories manufacturer R.G. Barry Corporation in connection with its sale to an affiliate of Mill Road Capital for approximately \$212 million

Roger is a member of the American Bar Association, the Ohio State Bar Association and the Cincinnati Bar Association.

Roger has served as a member of the board of directors of several companies, both public and privately held.

Roger has spoken frequently at continuing legal education programs, business school programs and seminars for corporate counsel on director and officer liability, corporate governance and risk assessment and management.

Roger received his J.D. from the University of California at Los Angeles School of Law and his A.B. with distinction from Stanford University, where he was Phi Beta Kappa.

Events

5.21.2010

Advising Corporate Directors and Officers

2.5.2010

Preparing for the 2010 Proxy and Annual Report Season