



## Adam L. Miller

PARTNER

### Columbus

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Columbus, Ohio 43215

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### Practice Areas

Antitrust and Trade Regulation  
Business Organizational Matters,  
Including Entity Selection and  
Capital Structure  
Corporate and Business  
Organizations  
Corporate Governance  
Mergers and Acquisitions  
Securities Law Compliance  
Securities Offerings

### Education

Emory University School of Law,  
J.D., 2002  
Trinity University, B.A., 1998

### Bar & Court Admissions

Ohio  
Texas (inactive)

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

Adam is a partner in the Vorys Columbus office and the leader of the firm's public company subgroup. His practice is focused on representing public and private companies in mergers and acquisitions, securities offerings, SEC compliance, reporting and disclosure (including Form 10-K, 10-Q and 8-K reporting and proxy statement disclosure), corporate governance (including executive compensation and NYSE/Nasdaq regulation) and general corporate matters. He also regularly advises public and private companies regarding compliance with the requirements of the Hart-Scott-Rodino Act (HSR).

### Representative transactions include:

- Representing 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
- Representing 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
- Representing The Scotts Miracle-Gro Company in connection with its Rule 144A/Regulation S offering of \$450 million aggregate principal amount of 4.500% senior notes due 2029 and the subsequent registered exchange offer
- Representing Air Transport Services Group, Inc. in connection with (a) its Rule 144A offering of \$258.75 million aggregate principal amount of 1.125% convertible senior notes due 2024 and (b) its entry into privately negotiated convertible bond hedge transactions and separate privately negotiated warrant transactions
- Representing 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
- Representing Worthington Industries, Inc. in connection with its underwritten public offering of \$200 million aggregate principal amount of 4.300% senior notes due 2032

**Industries**

Financial Institutions

Manufacturing

- Representing 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 and subsequent registered exchange offer
- Representing Safelite Group, Inc. in its acquisition of more than 10 regional vehicle glass repair and replacement companies located across the United States
- Representing M/I Homes, Inc. in connection with its Rule 144A/Regulation 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 and subsequent registered exchange offer
- Representing First Financial Bancorp. in connection with its underwritten public offering of \$120 million aggregate principal amount of 5.125% subordinated notes due 2025
- Representing a publicly-traded apparel company in its sale to a private equity fund
- Representing Worthington Industries, Inc. in connection with its underwritten public offering of \$250 million aggregate principal amount of 4.55% senior notes due 2026
- 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 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
- Representing Park National Corporation in a variety of public company capital raising matters

- Representing several Japanese corporations in their acquisitions of U.S.-based manufacturers
- Representing several bank holding companies in their respective acquisitions and divestitures of other banks and bank holding companies through mergers, acquisitions of stock and acquisitions of branch locations
- Representing a variety of public companies in capital raising matters, including “shelf registrations” of securities and subsequent public offerings of common and preferred equity securities and senior, subordinated and convertible debt securities

Adam has spoken on various topics, including insider trading, shareholder activism, federal securities laws and executive compensation rules applicable to public companies.

Adam received his J.D. from the Emory University School of Law and his B.A. from Trinity University.

## Honors & Recognitions

*Columbus CEO*, Best Lawyers, Securities Regulation, 2022-2023