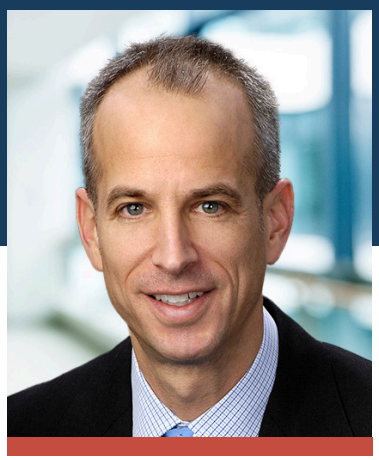
VORYS



Adam K. Brandt

PARTNER

Columbus

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Columbus, Ohio 43215

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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

The Ohio State University Moritz College of Law, J.D., 1996, Honors in Law, Order of the Coif

Williams College, B.A., *cum laude*, 1993

Bar & Court Admissions

Ohio

Admitted to practice law only in the states listed above.

Adam is a partner in the Vorys Columbus office where he is the chair of the corporate group. His practice is focused on representing public companies in securities regulation and capital markets transactions, tender offers, periodic reporting and disclosure (including Form 10-K, 10-Q, 8-K and proxy reporting) and corporate governance (including executive compensation and NYSE/Nasdaq regulation) and public and private companies in mergers and acquisitions and general corporate matters. He also advises public companies regarding directors' fiduciary duties and the application of Ohio's anti-takeover statutes, including the Control Share Acquisition Statute and the Merger Moratorium Statute.

Representative transactions include:

- Representing 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
- Representing 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
- Representing M/I Homes, Inc. in connection with its Rule 144A/Reg. S offering of $250 million aggregate principal amount of 5.625% senior notes due 2025 and subsequent registered exchange offer
- Representing M/I Homes, Inc. in connection with its Rule 144A/Reg. 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
- Representing Safelite, Inc. in numerous merger and acquisition transactions across the United States
- Representing Magnum Magnetics Corporation in its dividend recapitalization with PNC Mezzanine Capital
- Representing M/I Homes, Inc. in connection with its concurrent underwritten public offerings of (a) $86,250,000 aggregate principal

Industries

Manufacturing

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 M/I Homes, Inc. in connection with its tender offer for any and all of its outstanding $200 million aggregate principal amount of 6.875% senior notes due 2012
- 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 M/I Homes, Inc. in connection with its underwritten public offering of 4,475,600 common shares for net proceeds (before expenses) of approximately $52.8 million
- Representing Liqui-Box Corporation in its sale to DuPont Canada
- Representing Big Lots, Inc. in the sale of its KB Toys division to Bain Capital

Adam has been a speaker on changes to federal securities laws on numerous occasions.

Events

Event, 12.13.2022
Webinar: Understanding the SEC's New Pay Versus Performance Rules

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

11.15.2016
EY Corporate Year-End Update

6.9.2016
KPMG/Vorys Directors Roundtable - How High-Impact Boards are

Connecting Dots and Delivering Value