



Theo Jeffreys

Associate

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Theo focuses his practice on corporate and securities law, advising clients on a range of public and private company transactions, including mergers and acquisitions, public offerings, private financings, and corporate reorganizations. He also advises on securities regulatory compliance, stock exchange matters, continuous disclosure obligations, and general corporate law.

Before joining Cozen O'Connor, Theo worked for five years in one of Canada's leading national law firms, working in the firm's Vancouver, Toronto, and London offices. As a securities associate, he gained valuable experience drafting, negotiating, and reviewing a broad range of transaction documents, managing due diligence and disclosures, advising public issuer clients on compliance, and preparing and reviewing various continuous disclosure documents.

Theo earned his B.A., with first-class honors, from Swansea University and his J.D. from the Peter A. Allard School of Law at the University of British Columbia.

Experience

Mergers & Acquisitions

- Represented Reichmann Capital Partners Limited in its acquisition of Athletica Sport Systems Inc., a hockey dasher board system manufacturer, and related financing.
- Represented mineral development company NioCorp Developments Ltd. in connection with its business combination with special purpose acquisition corporation GX Acquisition Corp. II.
- Represented a dual LSE and TSX-listed metals royalty and streaming company on the Canadian aspects of its bid to acquire a portfolio of royalties and streams from a multinational commodity trading and mining company.
- Represented a clinical research company in its acquisition by a TSXV-listed healthcare software company for total cash and common share consideration of approximately C\$44.6 million.
- Represented science and technology conglomerate Danaher Corporation in connection with its acquisition of environmental technology company Aquatics Informatics.
- Represented e-sports company GameSquare Esports Inc. in connection with its acquisition of e-sports franchise NextGen Tech, LLC (d/b/a as Complexity Gaming) for total common share consideration of approximately C\$33 million.
- Represented real estate investment partnership Starlight U.S. Multi-Family (No. 1) Value-Add Fund in connection with the sale of its portfolio of properties to Clearwater U.S. Multi-Family (No. 2) Holding LP for total approximate consideration of US\$239.6 million.
- Represented skincare and beauty products company Deciem Beauty Group Inc. on the agreement by The Estée Lauder Companies Inc. to increase its investment to approximately 76% from 26% at a current enterprise valuation of approximately US\$2.2 billion and to purchase the remaining interests after a three-year period.

Practice Areas

- Capital Markets & Securities — Canada
- Corporate Governance
- Mergers & Acquisitions
- Corporate
- Business

Education

- University of British Columbia, J.D., 2018
- Swansea University, B.A., *with honors*, 2013

Bar Admissions

- British Columbia
- Ontario

Affiliations

Law Society of British Columbia
Law Society of Ontario

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- Represented one of Canada's largest investment management companies in connection with its bid to acquire the asset management arm of a large multinational financial services company.
- Represented a Taiwanese seafood conglomerate on the Canadian aspects of its bid to acquire a multinational canned seafood producer.
- Represented private equity firm Hg Capital on the Canadian aspects of its acquisitions of software companies CaseWare International Inc. and Prophix Software Inc.
- Represented a UK-based private equity fund on the Canadian aspects of its acquisition of a European software company.

Capital Markets & Securities

- Represented mineral development company NioCorp Developments Ltd. in connection with its convertible debt and standby equity line private placement financings with hedge fund Yorkville Advisors Global, LP. for maximum aggregate proceeds of approximately C\$81 million.
- Represented a syndicate of underwriters in connection with the initial public offering of common shares of a lithium-focused royalty corporation.
- Represented a syndicate of underwriters in connection with the spinout and subsequent initial public offering of rare-earths mining company Aclara Resources Inc., a former subsidiary of Hochschild Mining plc.
- Represented financial services company goeasy Ltd. in connection with its bought deal public offering of subscription receipts for gross aggregate proceeds of approximately C\$172.5 million.
- Represented a syndicate of underwriters in connection with cannabis company Harvest Health & Recreation Inc.'s bought deal public offering of units for gross aggregate proceeds of approximately C\$46 million.
- Represented a syndicate of underwriters in connection with electricity producer Ontario Power Generation Inc.'s offering of C\$500 million aggregate principal amount of 2.947% medium-term notes.
- Represented a syndicate of underwriters in connection with industrial component distributor Wajax Corporation's C\$50 million public offering of listed senior unsecured debentures.
- Represented a syndicate of underwriters in connection with the Canadian aspects of Shopify Inc.'s cross-border offering of Class A subordinate voting shares and convertible senior notes for aggregate gross proceeds of approximately C\$2 billion
- Represented a large, TSX-listed fleet management company in connection with the Canadian aspects of its cross-border private placement of US\$500 million aggregate principal amount of 1.600% senior unsecured notes.
- Represented the underwriter in connection with the launch of a Canadian REIT's C\$50 million at-the-market equity program.
- Represented a family office in connection with its C\$6.5 million PIPE investment by way of secured convertible debenture in a CSE-listed cannabis company.

Corporate Governance

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- Represented a large TSX-listed advanced manufacturing company in the renewal of its Normal Course Issuer Bid.
- Represented a dual-listed public mining issuer in its bid to be de-listed from the TSX.
- Prepared proxy statements and notice materials for annual and special meetings of large public companies and REITs.
- Prepared and reviewed continuous disclosure documents required to be filed by reporting issuers, including annual information forms, management's discussion and analysis filings, proxy circulars, material change reports and press releases.
- Incorporated and organized numerous corporations and limited partnerships and supervised their ongoing governance, including amending articles and bylaws and preparing resolutions and minutes, and assisted with complex corporate reorganizations of various companies.

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