



THEO SMITH

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ASSOCIATE

Theo Smith is a member of the firm's Corporate section, where he specializes in mergers and acquisitions, private equity and venture capital financings and investments, private placements, business contracts, and general corporate representation.

Mr. Smith is also a member of the firm's International section, where he focuses on international business expansion, multi-jurisdiction tax optimization, EAR and ITAR export controls, U.S. Treasury OFAC sanctions, and commercial trade agreements.

Mr. Smith is recognized by Mountain States Super Lawyers for mergers and acquisitions. He currently serves on the board of directors of Stepping Stones

International and the board of governors of 47G. He speaks Mandarin and has lived in Beijing and Taipei.

EXPERIENCE

Representative Matters

- Private placement offering for an investment fund in the solar energy business.
- Private placement offering for a real estate holding company engaged in leasing aviation customers.
- A \$300 million purchase of a consumer products company by a public company.
- A \$150 million merger of a private bank and a public bank.
- A \$140 million sale of an e-commerce company to a public company.
- Multiple sales of insurance agencies exceeding \$100 million.
- A SaaS company selling for \$30 million.
- A tech company during seed funding.
- A medical technology company investing in a healthcare startup's seed funding.
- A \$500,000 sale of an automation tech startup by its founders for equity, cash, and royalty consideration.
- A venture capital firm investing \$5 million in an international biomedical target company.
- A private equity firm making acquisitions ranging from \$8 million to \$150 million.
- A \$75 million loan agreement and related IP pledge agreements for a consumer products company.
- A cross-border \$15 million partial sale and licensing of a consumer products company.
- Assist an offshore cryptocurrency foreign exchange brokerage in navigating securities laws, SEC and CFTC requirements, international tax optimization and related corporate structure, the Exchange Act of 1934, Investment Company Act of 1940, and Dodd-Frank.
- Represented buyer in \$35 million investment in an investment firm.
- Represented buyer in \$15 million preferred equity investment in a consumer products company.
- A multibillion-dollar private company making strategic equity investments in target companies.

PRACTICE AREAS

BUSINESS DISPUTES
 BUSINESS FORMATION, STRUCTURE, AND EXIT STRATEGIES
 CONTRACTS
 CORPORATE
 CYBERSECURITY AND DATA PRIVACY
 EMPLOYMENT CONTRACTS AND AGREEMENTS
 EQUIPMENT LEASING
 EUROPEAN MARKETS
 EXPORT CONTROLS, SANCTIONS, AND COMPLIANCE
 FOREIGN DIRECT INVESTMENT
 GENERAL COUNSEL SERVICES
 INTERNATIONAL
 LENDING AND FINANCE
 MERGERS AND ACQUISITIONS
 PURCHASE AND SALE TRANSACTIONS
 SECURITIES LAW
 SHAREHOLDER DISPUTES

LANGUAGES

MANDARIN CHINESE

THEO SMITH

- Joint-venture contribution agreements and debt financings for a rapidly expanding consumer products company.
- Securities purchase agreements and warrants to facilitate investments in a medical technology client that went public one year later.
- SEC public reporting form checking and general corporate counsel including governance, contracts, and business expansion, for a public holding company in the business of merchant banking, insurance, and sponsoring SPACs.
- SEC public reporting form checking and general corporate counsel including governance, contracts, and business expansion for a public cybersecurity company.
- General corporate counsel, governance documents, and commercial contracts for an international \$300 million consumer products company.
- Draft stockholder meeting notice, proxy statement, and meeting scripts and agenda for a biotech company.
- Draft stockholder meeting notice, proxy statement, and meeting scripts and agenda for a bank.
- Manage the FINRA account and regulatory requirements of two Silicon Valley investment advisers and boutique investment banks.
- ERISA litigation exceeding \$300 million
- Resolved a shareholder's dissent from a merger under Delaware law.

Pro Bono

- General counsel services and director to Stepping Stones International, an international humanitarian charity. Maintain qualification for tax exempt status as a 501(c)(3) organization, qualify for USAID funding, expand to new markets, advise on governance and contracts, author fundraising and marketing material.
 - Corporate governance and banking counsel to the Utah branch of a U.S. Commerce Department entity.
 - Assisted an immigrant in starting a construction business.
 - Represent indigent debtors before the Third District Court of Utah regarding debt collections and garnishment.
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ADMISSIONS & AFFILIATIONS

<i>Admissions:</i>	Idaho Supreme Court Minnesota Supreme Court Utah Supreme Court U.S. District Court - District of Minnesota U.S. District Court - District of Utah
<i>Affiliations:</i>	American Bar Association: Aerospace and Defense Industries, Export Controls and Economic Sanctions, and Mergers and Acquisitions Committees J. Reuben Clark Law Society Salt Lake County Bar Association University of Chicago Alumni Association University of Chicago Law School Alumni Admissions Network Utah State Bar: Business Law, Corporate Counsel, and Securities Sections

CLERKSHIPS

Judicial extern clerk, Honorable John Z. Lee, U.S. District Court for the Northern District of Illinois

THEO SMITH

COMMUNITY & CIVIC INVOLVEMENT

- Board Member, J. Reuben Clark Law Society
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EDUCATION

University of Chicago Law School, JD

Capital Normal University, Beijing

Brigham Young University-Idaho, BA English - Literary Criticism (Minor: Chinese)

HONORS & AWARDS

Mountain States Super Lawyers Rising Star: Mergers and Acquisitions (2024)

PUBLICATIONS & PRESENTATIONS

- Foreign Corrupt Practices Act (FCPA) Webinar, 47G, Salt Lake City, Utah, 2023
- Introduction to Export Licensing, Utah Aerospace and Defense Association, Salt Lake City, Utah, 2023
- ITAR/EAR Compliance Webinar, Utah Aerospace and Defense Association, Salt Lake City, Utah, 2023