



Jason K. Zachary

Partner

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PRACTICES Mergers and Acquisitions, Private Equity, Corporate Governance, Capital Markets and Securities, Leveraged Financings, Distressed M&A, Emerging Companies and Venture Capital

Jason Zachary is a partner in the Corporate Department and a member of the Capital Markets and Securities, Mergers & Acquisitions and Private Equity Practice Groups in the firm's Denver and New York offices.

Jason provides legal advice and counsel to boards of directors and senior management of corporate clients, as well as private equity and venture capital investment funds and their portfolio companies in a range of complex business transactions and corporate governance issues. His practice focuses on complex securities matters, including initial public offerings, PIPEs, registered direct offerings, high yield offerings, spin-offs, and tender offers, as well as mergers and acquisitions, including leveraged buyouts, divestitures, growth equity investments and corporate restructurings. Jason has broad experience counseling clients in a variety of industries, including business services, software, technology, telecom, cable, broadcast, media, food and beverage, and consumer products.

Prior to relocating to Denver, Jason was a partner at Kirkland & Ellis LLP in New York City.

QUALIFICATIONS

EDUCATION

- LL.M., Securities and Financial Regularion, Georgetown University Law Center, 2002, with distinction
- J.D., Chicago-Kent College of Law, 1999, with honors
- B.B.A., Finance, 1995

ADMISSIONS

- Colorado
 - Illinois
 - New York
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PUBLICATIONS AND SPEAKING ENGAGEMENTS

- Presentation at the Chicago Chapter of the National Investor Relations Institute's December Program, December 11, 2020.
 - Webinar | The Deal - PIPEs: Offering Creativity and Flexibility to Companies and Investors, December 3, 2020.
 - Webinar | Key Developments and Issues Facing Public Companies & Investors: Items Impacting the 2020 Proxy Season, January 23, 2020.
 - E*TRADE Directions 2019 Conference, May 14-17, 2019.
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PROFESSIONAL AFFILIATIONS AND ENGAGEMENTS

- Member, American Bar Association
 - Member, New York City Bar Association
 - Member, Chicago Bar Association
 - Member, Colorado Bar Association
 - Member, Association for Corporate Growth
 - Fellow, 5280 Fellowship, Denver Institute for Faith & Work, 2018-2019
 - Member, Naturally Boulder
 - Member, Outdoor Industry Association (OIA)
 - Former Adjunct Professor, University of Wyoming College of Law, Securities Regulation
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SELECTED CLIENT REPRESENTATIONS

Mergers & Acquisitions

- Taminco Corp. acquisition of the formic acid business of Kemira Oyj for approximately \$190 million.
- Radiation Therapy Services Holdings, Inc. acquisition of OnCure Holdings, Inc. for approximately \$125.0 million.
- Going private transaction by Apax Partners of rue21, inc. for approximately \$1.1 billion.
- Leveraged buyout by Bain Capital and Golden Gate Capital in their agreement to acquire BMC Software, Inc. for approximately \$6.9 billion.
- Constellation Energy merger with Exelon Corporation for approximately \$7.9 billion.
- Teva Pharmaceutical Industries Ltd. acquisition of Cephalon Inc. for approximately \$6.8 billion.
- AuRico Gold, Inc. acquisition of Northgate Minerals Corporation for approximately \$1.5 billion (U.S. counsel).
- Apax Partners' majority stake acquisition of iGate Corporation and Patni Computer Systems for approximately \$1.2 billion.
- Apax Partners' acquisition of Epicor Software Corp. and Activant Solutions for \$936.0 million.
- Prestige Brands Holdings, Inc. acquisition of 17 OTC Healthcare Brands from GlaxoSmithKline plc for approximately \$660.0 million.
- ABB Ltd acquisition of Baldor Electric Company for approximately \$4.2 billion.
- Community Health Systems, Inc. merger with Tenet Healthcare Corporation for approximately \$6.9 billion.
- Madison Dearborn Partners, LLC going private acquisition of BWAY Holding Company for approximately \$915.0 million.
- Avista Capital Partners carve-out acquisition of The Auto-Related Business of The Clorox Company for approximately \$700.0 million.
- Bruckmann, Rosser, Sherrill & Co. L.L.C. sale of to Kelso & Company of Logan's Roadhouse, Inc. for approximately \$525.0 million.
- AuRico Gold, Inc. acquisition of Capital Gold Corp. for approximately \$420.0 million.

- Bankrate Inc. (a portfolio company of Apax Partners) acquisition of CreditCards.com and NetQuote Inc. for approximately \$350.0 million.

Securities Offerings

- Nexstar Broadcasting, Inc. issuance of 6.875 percent Senior Notes due 2020 for approximately \$300.0 million.
- Stackpole International issuance of 7.75 percent Senior Secured Notes due 2021 for approximately \$360.0 million.
- Nexstar Broadcasting Group, Inc. and selling stockholders in secondary common stock offering of approximately \$80.7 million.
- SMART Technologies ULC and SMART Technologies Finance Inc.'s co-issuance of Senior Secured Notes due 2020 for approximately \$250.0 million.
- Nexstar Broadcasting Group, Inc. and selling stockholders in secondary common stock offering of approximately \$74.0 million.
- Nexstar Broadcasting Group, Inc. and selling stockholders in secondary common stock offering of approximately \$41.3 million.
- Dispensing Dynamics International Inc. issuance of 12.5 percent Senior Secured Notes due 2018 for approximately \$130.0 million.
- Nexstar Broadcasting, Inc. issuance of 6.875 percent Senior Notes due 2020 for approximately \$250.0 million.
- Shelf registration statement of Horizon Lines, Inc. related to the resale of 3,660,824 shares of common stock, 8,975,691 warrants to purchase shares of the Company's common stock, \$54,589,636 in aggregate principal amount of new 6.00 percent Series A Convertible Senior Secured Notes due 2017 and \$30,327,576 in aggregate principal amount of new 6.00 percent Series B Mandatorily Convertible Senior Secured Notes.
- Affinity Gaming issuance of 9 percent Senior Notes due 2018 for approximately \$200.0 million.
- Registered exchange offer and consent solicitation by Horizon Lines, Inc. related to shares of common stock, warrants or redemption notes and 6.00 percent Series A Convertible Secured Notes due 2017 and 6.00 percent Series B Mandatorily Convertible Secured Notes.
- Ignite Restaurant Group Inc. initial public offering for approximately \$80.0 million.
- Mastro's Steakhouse, LLC and RRG Finance Corp. issuance of 12 percent Senior Secured Notes due 2017 for approximately \$102.0 million.
- Beverages & More, Inc. issuance of 95/8 percent Senior Secured Notes due 2014 for approximately \$125.0 million.
- iGate Corporation issuance of 9 percent Senior Notes due 2016 for approximately \$770.0 million.
- Avis Budget Car Rental, LLC issuance of Senior Notes due 2018 for approximately \$450.0 million.
- BWAY Corporation issuance of 10 percent Senior Notes due 2018 and Senior Subordinated Notes due 2014 for approximately \$433.5 million.
- Nexstar Broadcasting, Inc. and Mission Broadcasting, Inc. co-issuance of 8.875 percent Senior Secured Second Lien Notes due 2017 for approximately \$325.0 million.
- Armored AutoGroup Inc. issuance of 9.25 percent Senior Notes due 2018 for approximately \$275.0 million.
- rue21, inc. secondary offering of 6,961,958 shares of common stock for approximately \$198.4 million.
- HealthPort, Inc. initial public offering for approximately \$110.0 million.
- NES Rentals Holdings, Inc. issuance of 12.25 percent Senior Secured Notes due 2015 for approximately \$150.0 million.
- Murray Energy Corporation issuance of 10.25 percent Senior Secured Notes due 2015 for approximately \$500.0 million.
- Belden Inc. issuance of 9.25 percent Senior Subordinated Notes due 2019 for approximately \$200.0 million.
- rue21, inc. initial public offering for approximately \$147.8 million.

HAYNES BOONE

- AuRico Gold Inc. primary offering of 12,926,000 shares of common stock for approximately \$115.0 million.
- Lead underwriters in issuance of 11.75 percent Convertible Senior Notes due 2027 of Anthracite Capital, Inc. for approximately \$80.0 million.
- Lead underwriter in \$118 million secondary common stock offering.
- Nasdaq company in \$431 million and \$498 million shelf registration statements of pass through certificates.
- Nasdaq company in \$61 million secondary common stock offering.
- NYSE company in \$305 million securitization transaction.
- Lead underwriter in \$46 million secondary common stock offering.
- Numerous issuers in connection with private tender offers or exchange offers and the accompanying consent solicitation of various debt instruments.
- Numerous issuers in connection with the filing and completion of registered A/B exchange offers (Affinity Gaming, Inc., Armored AutoGroup, Inc., Prestige Brands, Inc., Nexstar Broadcasting Group, Inc. (multiple filings), Horizon Lines, Inc., Belden Inc. and Mobile Services Group, Inc.).

Corporate Governance

- Represented various public companies in connection with Exchange Act reporting, preparation of shelf registration statements and corporate governance-related matters.

**Some of these representations were handled prior to joining Haynes and Boone.*