



Kevin Roggow

Member

New York

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Practice Areas

- Corporate
- Capital Markets & Securities
- Corporate Governance
- Emerging Business & Venture Capital

Education

- Syracuse University, J.D., *magna cum laude*, 2005
- Syracuse University, M.B.A., 2005
- Syracuse University, B.A., *magna cum laude*, 2001

Bar Admissions

- New York

Kevin focuses his practice in the areas of capital markets and securities, compliance, and corporate governance. Kevin represents issuers and investment banks in a broad range of public and private capital markets transactions, including investment grade and high-yield debt offerings, equity offerings, acquisition financings, cross-border securities offerings, and liability management transactions. In addition, he advises companies on corporate governance, securities compliance, periodic and current filings with the Securities and Exchange Commission, annual meeting and proxy matters, investor relations, compliance with stock exchange listing standards, and general corporate matters.

Kevin has advised clients in a wide range of industries, including technology, financial services, consumer products, mining, oil and gas, media and telecommunications, energy, and general industrials.

From 2021 through 2022, Kevin was a director and assistant general counsel for a publicly traded company where he advised executive management and the board of directors on corporate governance, public reporting, stock exchange compliance, investor relations, stock administration, and other matters. Prior to that, Kevin was a counsel at an international law firm where he focused on capital markets transactions, corporate governance, mergers and acquisitions, and other corporate financing transactions.

Kevin earned his bachelor's degree, *magna cum laude*, from Syracuse University. Kevin earned his MBA from Syracuse University, Martin J. Whitman School of Management, and his law degree, *magna cum laude*, from Syracuse University, College of Law.

Experience

Corporate Advice and Governance

- Represented Bank of Nova Scotia, Fairfax Financial Holdings, Barrick Gold Corporation, and Claude Resources with respect to general corporate matters, including corporate governance, SEC and stock exchange compliance matters, and public reporting and disclosure.
- Represented the Provinces of Ontario, British Columbia and New Brunswick in connection with U.S. securities laws matters and public reporting.

Public Offerings

- Represented Bravo Mining Corp. (TSXV:BRVO), a Canada- and Brazil-based mineral exploration company, in connection with its shelf prospectus offering of common shares and follow-on private placement of common shares for aggregate gross proceeds of C\$25.5 million.
- Represented a provider of space products and launch services to the global space industry in its synthetic at-the-market offering of its Class A Common Stock with a diversified financial services provider.
- Represented Bravo Mining Corp. (TSXV:BRVO), a Canada- and Brazil-based mineral exploration and development company, in its initial public offering of common shares for gross proceeds of \$40

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million (CAD) and listing on the TSX Venture Exchange.

- Represented the underwriters in connection with equity offerings by Cenovus Energy, Cott Corporation, Cronos Group, Kinross Gold Corporation, and Macquarie Infrastructure Corporation.
- Represented the underwriters in connection with investment grade debt offerings by Agrium, Bank of Montreal, BB&T Corporation, Canadian Natural Resources Limited, Cenovus Energy, CDP Financial, Cytec Industries, Kinross Gold Corporation, Magna International, Methanex Corporation, Teck Resources, The Interpublic Group of Companies, Thomson Reuters, TransAlta Corporation, Viterro, West Fraser Timber, and Yamana Gold.
- Represented the underwriters in connection with a convertible notes offering by Macquarie Infrastructure Corporation.
- Represented JetBlue Airways in connection with its offerings of common stock and convertible notes.
- Represented Goldcorp Inc. in connection with its investment grade notes offering.
- Represented Mitel Networks Corporation in connection with its initial public offering.

Acquisition Finance

- Represented MineHub Technologies Inc., and its wholly-owned subsidiary MineHub (USA), Inc. in the acquisition of the assets of Waybridge Technologies Inc., which provides a suite of digital tools that targets fundamental inefficiencies in the raw materials supply chain, and the equity of its U.K. subsidiary, CMDTY UK LTD. This transaction drew on the experience of the firm's corporate, tax, intellectual property, labor and employment, employee benefits and executive compensation, and transportation and trade attorneys.
- Represented the underwriters in connection with high yield acquisition financings by Affinion Group, Consolidated Communications, and iGate.
- Represented the underwriters in connection with investment grade acquisition financings by Cenovus Energy and Cott Corporation.

Private Offerings

- Represented the underwriters in connection with high yield debt offerings by Affinion Group, AMC Networks, AmeriGas, Brookfield Residential, Cott Corporation, Calfrac Well Services, Dana Corp., Flint Energy, Foresight Energy, Harvest Operations, and Nexstar Broadcasting Group.
- Represented the underwriters in connection with secured high yield debt offerings by Arch Coal, Connacher Oil and Gas, InterGen, Nexstar Broadcasting Group, and Sunshine Oilsands.
- Represented North American Energy Alliance, LLC, Tembec Industries, and Tops Markets, LLC in connection with secured high yield debt offerings.
- Represented the underwriters for initial public offerings in Canada and private placements in the United States by MEG Energy Corp. and Athabasca Oil Sands Corp.
- Represented Capstone Mining and Mattamy Homes in connection with high yield debt offerings.

Tender Offers

- Represented the dealer managers in connection with tender offers by Advanced Medical Optics,

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Affinion Group, AmeriGas, AMC Networks, Arch Coal, Ardagh Packaging Holdings, Calfrac Well Services, Cott Corporation, Cytex Industries, Foresight Energy, Harvest Operations Corp., InterGen, Nexstar Broadcasting Group, Rural/Metro Corporation, Teck Resources and The Interpublic Group of Companies.

Mergers & Acquisitions

- Represented Fairfax Financial Holdings in its acquisition of Allied World Assurance Company Holdings.
- Represented Financial Holdings in its investments in Seaspan Corporation and EXCO Resources.
- Represented the Transaction Committee of the Board of Directors of Huntsman Corporation in its aborted sale to a portfolio company of Apollo.
- Represented Nokia Corporation in its merger with NAVTEQ Corporation.
- Represented Siemens in its acquisition of UGS Capital Corp. from Silver Lake Partners, L.P., Bain Capital, L.P. and Warburg Pincus, LLC.
- Represented the Special Committee of the Board of Directors of HCA Inc. in its sale to a consortium of private equity investment firms, which was the largest leveraged buyout in history at the time of the transaction.
- Represented DaimlerChrysler AG in connection with the sale of its subsidiary, MTU Friedrichshafen GmbH, including the off-highway business of DaimlerChrysler's subsidiary, Detroit Diesel Corporation.
- Represented Continental AG in its acquisition of the automotive electronics business of Motorola.