

# Scott A. Berdan

OFFICE MANAGING PARTNER

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For more than twenty-five years, Scott Berdan has served as a trusted corporation finance, securities and transactional law counselor to companies of all sizes and their owners. With significant experience advising companies in a number of industries, including banking, healthcare, animal health, food and beverage, telecommunications, oil and gas, energy, mining, consumer products, technology, and entertainment, Scott concentrates his practice on public and private equity and debt securities offerings, mergers and acquisitions, and private equity and management sponsored leveraged buyouts.

In the merger and acquisition context, Scott negotiates complex purchase and sale and joint venture agreements, and he takes great pride in providing, with his team of firm specialists, business combination structuring legal advice and counsel. He regularly counsels clients regarding their most significant corporate events, including with respect to:

- Mergers, acquisitions and divestitures
- Initial public offerings (IPOs)
- Secondary public offerings for selling security holders
- Follow-on public offerings of equity and debt securities, including "at-the-market" continuous offering programs
- Institutional high-yield and convertible debt financings
- So-called "going private" and "going dark" transactions
- Tender offers and consent solicitations
- Proxy contests
- Unsolicited takeovers
- Auction processes
- PIPEs (Private Investment in Public Equity transactions)
- Regulation D compliant and other private placements
- Recapitalizations and corporate restructurings

Scott works with issuers, investors, underwriters, and placement agents, and he counsels public and private companies in all aspects of their businesses, including with respect to Securities and Exchange Commission reporting and national securities exchange listing requirements, federal and state securities laws, and corporate governance matters.

## Capabilities

- Securities & Corporate Finance
- Corporate & Transactional
- Debt & Equity Capital Markets
- Joint Ventures & Strategic Alliances
- Mergers, Acquisitions & Divestitures
- Private Equity
- Public Company M&A, Going Private & Other Transactions
- SEC Disclosure, Corporate Governance & Listed Company Compliance
- Consumer Products & Luxury Goods
- Health Care Mergers & Acquisitions
- Life Sciences
- Technology
- Telecommunications
- Artificial Intelligence & Machine Learning

Management teams and boards of directors are referred routinely to Scott for his particular acumen regarding public disclosure considerations and, more generally, analyzing fiduciary duties.

## Education

- Duke University (A.B., 1993)
  - Political Science
- University of Denver Sturm College of Law (J.D., 1997)

## Bar Admissions

- Colorado

## Memberships

- Metro Denver Economic Development Corporation
  - Colorado Space Coalition, 2019
- American Bar Association, 1997-present
- Colorado Bar Association, 1997-present
  - Securities Law Subsection Co-Chair, 2007-2009
- Denver Bar Association, 1997-present
- Boulder Bar Association, 2008-present
- Access Denver, Denver Metro Chamber Leadership Foundation Program, 2011
- Silicon Flatirons & University of Colorado Law School Entrepreneurial Law Clinic Curriculum Advisory Committee, 2009
- Downtown Denver Leadership Program, 2008

## Recognition

- Ranked in *Chambers USA: America's Leading Lawyers for Business*, Corporate/M&A, Colorado, 2022-2025
- Received the Barrister's Best "People's Choice" award for Best Corporate Lawyer by *Law Week Colorado*, 2018
- Appointed Special Assistant Attorney General to the Colorado Department of Law for securities law matters
- Martindale-Hubbell AV Preeminent Rating
- Selected for inclusion in *Best Lawyers in America*® for:
  - Mergers and Acquisitions Law, 2021-2026
  - Corporate Law, 2018-2026
  - Securities/Capital Markets Law, 2013-2026
- Colorado Super Lawyers, Business & Corporate, 2018; Securities & Corporate Finance, 2012-2017
- Colorado Super Lawyers Rising Stars, Securities & Corporate Finance, 2009-2010
- Corporate Counsel Black Book, General Corporate Law, Sarbanes-Oxley Compliance and Securities Law & Securities Offerings, 2008

# Matters

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## Strategic and M&A Matters

- \$1.2 billion sale by merger and related debt tender offer for SEC reporting medical device manufacturing company.
- \$350 million going private merger transaction subject to SEC Rule 13e-3 for Nasdaq-listed semiconductor manufacturing company.
- \$250 million acquisition by merger of Nasdaq-listed medical device manufacturing company, including related senior secured credit and senior subordinated note financing arrangements.
- Private equity growth investment recapitalization transaction of engineering services and software company for the power end-market.
- \$24.5 million leveraged recapitalization transaction for industrial wireless radio manufacturing company.
- Going private tender offer subject to SEC Rule 13e-3 for publicly traded teleconferencing company.
- \$382 million disposition by court approved plan of arrangement of TSX.V-listed silver mining company.
- \$200 million going private sale by court approved plan of arrangement subject to SEC Rule 13e-3 for dual TSX- and NYSE MKT-listed natural resource lending institution.
- \$170 million sale of substantially all of the assets of NYSE Amex-listed oil and gas exploration and production company, including related \$62 million debt restructuring transaction.
- \$77 million acquisition by court approved plan of arrangement of TSX-listed heavy metals mining company.
- \$105 million sale by membership substitution of a nonprofit medical center to a larger healthcare system subject to Colorado Attorney General approval.
- Double-wing merger of two food packaging and distribution companies under common ownership.
- Sale of substantially all of the assets of a premium coffee roaster and distributor to one of the nation's largest home delivery coffee roasters.
- Sale by merger of a developer, owner and operator of distributed solar photovoltaic power systems to a Fortune 200 global power company.

## Capital Markets Matters

- Initial public offering for Montana-based bank holding company.
- Initial public offering for Colorado-based bank holding company.
- Initial public offering for motion picture exhibition company.
- Initial public offering for natural gas processing company.
- Initial public offering for natural and organic groceries and dietary supplements retail company.
- Initial public offering for medical device manufacturing company (withdrawn after registration statement declared effective by SEC).
- Follow-on public offering for semiconductor designer and manufacturer.
- Multiple follow-on public offerings for midstream energy company.
- Multiple follow-on public offerings for natural gas midstream master limited partnership.
- Investment Grade Subordinated Debt offering, registered with the SEC, for Nasdaq-listed bank holding company.
- Convertible Senior Note offering for Nasdaq-listed veterinary diagnostic and specialty healthcare products company.
- Numerous issuances of Rule 144A indebtedness.
- Tender offer subject to SEC Rule 13e-3 for publicly traded veterinary product developer and manufacturing company.
- Tender offer for Nasdaq-listed provider of transactional television services and distributor of general motion picture entertainment.
- Multiple debt and preferred equity offerings for premier American craft spirits distiller.

# Publications

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July 1, 2022

**Denver Attorneys Weigh in on Colorado Supreme Court Ruling Involving General Partnerships**

*Quoted, Law Week Colorado*