

# Jonathan A. Koff

## PARTNER

Chicago

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Jonathan Koff is a partner in the Corporate and Securities Department. He has been with Chapman and Cutler LLP since 1985.

Jonathan's experience includes extensive work in the corporate and securities area with an emphasis on traditional corporate securities transactions, including public (SEC registered) and private offerings of debt and equity securities as issuer's and underwriter's counsel (including IPOs and Rule 144A offerings). His experience also includes mergers and acquisitions; private equity transactions; representation of investment banking firms in merger and acquisition advisory assignments and rendering fairness opinions; representation of special committees and independent directors in change of control transactions; joint venture arrangements; investments in private equity and hedge funds; and advising publicly held companies on an ongoing basis and preparing and reviewing proxy materials, 10Ks and other periodic reports required to be filed with the Securities and Exchange Commission and other matters (including dealing with securities analysts and insider trading policies) as they relate to continued compliance with securities laws and related disclosure issues.

Jonathan has extensive experience representing broker-dealers, registered investment advisers, and funds registered under the Investment Company Act of 1940 in connection with both new products and ongoing matters including numerous public offerings. He has represented sponsors and investors in private funds and he has worked with attorneys throughout the firm in structuring transactions to fall within exemptions from the Investment Company Act and Investment Advisers Acts.

### Admitted

Illinois, 1985

### Education

DePaul University College of Law, J.D., 1985

■ *DePaul Law Review*  
University of Illinois, B.S., Finance, 1982

### Practice Focus

Broker-Dealers

Business Contracts

Corporate Counseling

Corporate Finance and Securities

Employee Benefits and Executive Compensation

General Corporate

Investment Advisers

Investment Management

Lease Finance

Mergers and Acquisitions

Mezzanine Finance

Private Funds: Fund/Sponsor Representation

Private Investment in Public Entities (PIPEs)

Rail Finance

## Representative Matters

- Counsel to publicly traded bank holding company in connection with \$125 million Rule 144A offering of trust preferred securities (with registration rights)
- Counsel to underwriters in connection with \$100 million common stock offering of a NYSE-traded energy company
- Counsel to underwriters in connection with \$100 million flexible rate remarketed preferred stock offering of a NYSE traded real estate investment trust
- Counsel to underwriters in connection with \$45 million common stock offering of a NYSE-listed water utility holding company
- Counsel to investor in connection with bridge loan and equity investment in a venture fund backed maker of cellular phone chipsets
- Counsel to independent directors' committee in connection with the acquisition of a publicly held minority interest by controlling stockholder
- Counsel to agents/underwriters in connection with \$150 million senior note offering of a NYSE-listed real estate investment trust
- Counsel to agents/underwriters in connection with \$6 billion medium-term note program of a commercial finance company
- Counsel to AMEX listed issuer in connection with the offering of auction rate preferred stock
- Counsel to investor in connection with \$20 million convertible preferred stock and debt investment in an Internet broker-dealer
- Counsel to underwriters in connection with \$1 billion Rule 144A Senior Note Offering (with registration rights) of a diversified financial services company
- Company counsel in connection with \$150 million common stock offering of a Nasdaq Global Select listed bank holding company
- Counsel to acquiror (publicly traded technology company) in stock-for-stock acquisition of a public company (transaction value of \$350 million)
- Counsel to underwriter in connection with \$135 million convertible preferred stock offering of a NYSE-listed real estate investment trust
- Company counsel in connection with initial public offering and follow-on offerings of a semiconductor equipment manufacturer (aggregate proceeds of \$245 million)

Real Estate Investment Trusts (REITs)

Registered Investment Companies

Rule 144A and Other Exempt Offerings

Sarbanes-Oxley Compliance

SEC and Stock Exchange Compliance

Utility Finance

- Company counsel in connection with \$100 million subordinated debt offering of a Nasdaq Global Select listed bank holding company
- Counsel to a leading property and casualty insurance company in connection with the formation by three leading property and casualty insurance carriers of a joint venture to sell insurance through Internet portal
- Company counsel in connection with \$110 million medium-term note program of a public utility (energy utility)
- Counsel to underwriter in connection with a \$74 million common stock offering of a NYSE-listed real estate investment trust
- Counsel to investor in connection with \$25 million private equity and convertible debt investment in an Internet software company
- Counsel to agents in connection with \$200 million Rule 144A medium-term note program of a public utility (water utility)
- Counsel to underwriters in connection with \$80 million initial public offering of a long-term care pharmacy