DAVIES




**Jeffrey Nadler**
Partner

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## Expertise
Mergers and Acquisitions
Capital Markets and Securities
Corporate
Private Equity

## Bar Admissions
Ontario, 1995
New York, 1998
Israel, 2009

## Clients trust Jeff to immerse himself in their business issues and develop creative solutions that get their deals done.

Public and private companies choose Jeff for their most complex mergers, acquisitions, going private transactions, capital markets transactions, private equity and venture capital investments, and joint venture transactions. He represents issuers and underwriters in initial public offerings, follow-on offerings and unregistered offerings. Jeff also represents private fund sponsors on fund formation, portfolio investments, operational activities, regulatory compliance, GP-led fund restructurings, and co-investment activities. Jeff's combination of M&A, capital markets and private funds experience uniquely qualifies him for work on fund-related transactional matters, including fund restructurings, which require both in-depth private funds industry knowledge and technical M&A skills. Clients value Jeff's excellent judgment and his pragmatic approach to the challenges of any complex transaction. They frequently call on him to advise on compliance with U.S. securities laws.

Before joining Davies, Jeff was a partner in the corporate department at Weil, Gotshal & Manges LLP in New York City, where he focused on M&A and capital markets transactions. Among other notable transactions, Jeff represented Molson in its $6-billion merger with Adolph Coors; advised Vivendi Universal in the $14-billion sale that created NBC Universal; and represented GE in various acquisition transactions.

In addition to being licensed in New York and Ontario, Jeff is also a qualified Israeli attorney with significant work experience with transactions in that country. From 2008 to 2010, Jeff was a partner at a leading Tel Aviv law firm, where he represented many Israeli and foreign clients, including Apax Partners in its acquisition of Psagot Investment House Ltd., Israel's largest investment house, and Thales S.A. in its "take private" acquisition of CMT Medical Technologies Ltd., which was listed on the Paris stock exchange. Jeff continues to represent Israeli-based clients.

Jeff has extensive transaction experience in the technology, telecommunications, manufacturing, chemical, healthtech and life sciences, media and entertainment industries.

### Representative Work

**Fortis Inc.**
Acted for **Fortis Inc.** in its US$1 billion public offering in Canada and the United States of its fixed-to-fixed rate junior subordinated notes.

**Agnico Eagle Mines Limited**
Acted for **Agnico Eagle Mines Limited** in its C$2.9-billion acquisition, by way of plan of arrangement, of Rupert Resources Ltd., for Agnico Eagle shares and contingent value rights, as part of a comprehensive consolidation of properties in the Central Lapland Greenstone Belt of Northern Finland that establishes Finland as a multi-asset, multi-decade regional platform within Agnico Eagle's portfolio.

**Stingray Group Inc.**
Acted for **Stingray Group Inc.** in its acquisition of TuneIn Holdings, Inc., a pioneer in live audio streaming and ad monetization, a transaction valued at up to US$175 million.

**Aecon Group Inc.**

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Acted for **Aecon Group Inc.** in its acquisition of Bodell Construction Company, an industrial construction company headquartered in Salt Lake City, Utah.

### Terra Firma Capital Corporation and Dwight Capital

Acted for **Terra Firma Capital Corporation and Dwight Capital** in the formation of Terra Dwight Residential Credit Fund III, an open-ended fund which facilitates the financing of the acquisition and development of residential land in the U.S.

### Novacap Management Inc.

Acted for **Novacap Management Inc.** in the formation of US$1-billion Novacap Digital Infrastructure Fund I, L.P., first fund dedicated to digital infrastructure.

### Agnico Eagle Mines Limited

Acted for **Agnico Eagle Mines Limited** in its C$560-million block trade of its shares in Orla Mining Limited through the facilities of the Toronto Stock Exchange.

### Altus Capital Partners, Inc.

Acted for **Altus Capital Partners, Inc.**, a private equity buyout fund based in Connecticut, in its new platform investment – a leveraged buyout of Air Innovations, LLC, a manufacturer of speciality environmental control units for demanding applications.

### ArcTern Partners Inc.

Acted for **ArcTern Ventures** in the formation of its third flagship fund, ArcTern Ventures Fund III, a US$335 million venture capital fund focused on climate technology companies around the world.

### Fortis Inc.

Acted for **Fortis Inc.** in establishing its at-the-market public offering of up to C$500-million of common shares, which may be sold through the Toronto Stock Exchange, the New York Stock Exchange or on any other marketplace in Canada or the United States on which the common shares are traded.

### BMO Capital Markets

Acted for the underwriters led by **BMO Capital Markets** in the offering of C$500-million Ukraine Sovereignty Bonds by the Government of Canada to offer Canadians an opportunity to directly support Ukraine.

### AutoCanada Inc.

Acted for AutoCanada Inc. in its C$100-million substantial issuer bid by “modified Dutch auction” pursuant to which AutoCanada repurchased C$32.5 million of its common shares.

### The Pallinghurst Group

Acted for **Pallinghurst Lithium Limited**, a UK-based private investor in the global natural resources sector, in the exchange of its indirect 25% ownership interest in Québec-based Nemaska Lithium Inc. for shares of Livent Corporation.

### Golden Ventures

Acted for **Golden Ventures** in the formation of Golden Ventures Opportunities Fund II, LP, its second opportunities fund.

### Hydrostor Inc.

Acted for **Hydrostor Inc.**, a developer of Advanced Compressed Air Energy Storage (A-CAES) projects, in securing a US$250-million preferred equity financing

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commitment from Goldman Sachs Asset Management - one of the largest investments in the emerging long-duration energy storage sector.

### Geneve Holdings, Inc.

Acted for **Geneve Holdings, Inc.**, the controlling stockholder of Independent Holding Company, in its going-private transaction with Independence Holding Company, an NYSE-listed holding company with subsidiaries that underwrite, administer and market health insurance options for individuals, families and employers across the United States.

### Ironbridge Equity Partners

Acted for **Ironbridge Equity Partners** in the first and final closing of its fourth private equity fund, Ironbridge Equity Partners IV, LP, which raised $383 million from investors globally and surpassed its $325-million target.

### Northleaf Capital Partners

Acted for **Northleaf Capital Partners** in connection with the formation of an innovative evergreen opportunistic credit fund for a non-taxable US foundation.

### Beringer Capital

Acted for **Beringer Capital** in the formation of Beringer Capital Fund IV, a private equity fund focused on investments in the media, marketing services, commerce, data and technology sectors.

### Points International Ltd.

Acted for **Points International Ltd.** in its $31.6-million bought deal public offering of common shares.

### Waterton Global Resource Management, Inc.

Acted for **Waterton Global Resource Management, Inc.** in its sale of the Getchell gold project in Nevada to Premier Gold Mines Limited for consideration of up to US$85 million.

### TD Securities Inc. and Credit Suisse Securities (Canada), Inc.

Acted for the underwriting syndicate led by **TD Securities Inc.** and **Credit Suisse Securities (Canada), Inc.** in MindBeacon Holdings Inc.'s $65-million initial public offering of common shares.

### Fortis Inc.

Acted for **Fortis Inc.** to establish a base shelf prospectus qualifying up to US$2 billion of future public offerings of securities in Canada and the United States under the multijurisdictional disclosure system.

### BMO Capital Markets

Acted as Canadian and U.S. counsel to **BMO Capital Markets** in an at-the-market equity offering by cannabis company Organigram Holdings Inc. in Canada and the United States under the multijurisdictional disclosure system.

### Agnico Eagle Mines Limited

Acted for **Agnico Eagle Mines Limited** in connection with its completed private placement of US$100-million 2.78% guaranteed senior unsecured notes due 2030; and US$100-million 2.88% guaranteed senior unsecured notes due 2032.

### Lead Investor

Acted for the **lead investor** in a US$30-million private placement of special warrants

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issued by Acreage Holdings, Inc., one of the largest vertically integrated cannabis operators in the United States.

### Agnico Eagle Mines Limited

Acted for **Agnico Eagle Mines Limited** to establish a base shelf prospectus qualifying up to US$1 billion of securities in Canada and the United States under the multi-jurisdictional disclosure system.

### BMO Capital Markets

Acted as Canadian and U.S. counsel to **BMO Capital Markets** in an at-the-market equity offering by cannabis company Organigram Holdings Inc. in Canada and the United States under the multijurisdictional disclosure system.

### Novacap Management Inc.

Acted for **Novacap Management Inc.** in the formation and fundraising of Novacap Financial Services I, a $500-million private equity fund which invests in the financial services sector.

### Fortis Inc.

Acted for **Fortis Inc.** with concurrent offerings of common shares for aggregate proceeds of approximately $1.2 billion. The offerings included a $690-million bought deal in Canada and the U.S. using the multijurisdictional disclosure system, including the exercise by the underwriters of their over-allotment option, and a concurrent $500-million registered direct offering to an institutional investor. Each of the offerings was made pursuant to a prospectus supplement under Fortis' existing base shelf prospectus.

### Novacap Investments Inc.

Acted for **Novacap Investments Inc.** in the formation and fundraising of its latest fund, Novacap Industries V, L.P., a private equity fund focusing on the industrial and manufacturing sectors, as well as in services, distribution and retail sales platforms.

### CIBC Capital Markets and Eight Capital

Acted for **CIBC Capital Markets** and **Eight Capital** as joint bookrunners, in the public offering of approximately $55 million of subordinated voting shares of Canopy Rivers Inc., an investment and operating platform structured to pursue investment opportunities in the emerging global cannabis sector, and the concurrent private placement, on an agency basis, of $30 million of subordinated voting shares of Canopy Rivers to Canopy Growth Corporation.

### GMP Securities L.P.

Acted for a syndicate of underwriters led by **GMP Securities L.P.** and comprising Desjardins Securities Inc., National Bank Financial Inc., Acumen Capital Finance Partners Limited, Scotia Capital Inc., RBC Dominion Securities Inc., Raymond James Ltd., Canaccord Genuity Corporation and PI Financial Corp. in a bought deal offering of 7,142,857 common shares of Goodfood Market Corp. for gross proceeds to the corporation of approximately $25 million.

### International Imaging Materials, Inc.

Acted for **International Imaging Materials, Inc.**, a leading developer and manufacturer of value-added consumable solutions for industrial and medical applications and a portfolio company of **Altus Capital Partners**, in its sale to ACON Investments, LLC.

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### Fortis Inc.

Acted for **Fortis Inc.** to establish a base shelf prospectus qualifying up to US$2.5 billion of future public offerings of securities in Canada and the United States under the multijurisdictional disclosure system.

### Expert Travel Services, LLC

Acted for **Expert Travel Services, LLC (Expert Flyer)**, a leading digital technology vendor for business travellers and frequent flyers, in its sale to Red Ventures, a U.S. marketing and advertising company.

### Fortis Inc.

Acted for **Fortis Inc.** in its $500-million at-the-market public offering of common shares, which will be sold through the Toronto Stock Exchange, the New York Stock Exchange or on any other marketplace in Canada or the United States on which the common shares are traded.

### Enerflex Ltd.

Acted for **Enerflex Ltd.** in its private placement offerings of US$105 million of 4.67% senior unsecured notes due 2024, US$70 million of 4.87% senior unsecured notes due 2027, $15 million of 4.50% senior unsecured notes due 2024 and $30 million of 4.79% senior unsecured notes due 2027.

### Xplornet Communications Inc.

Acted for **Xplornet Communications Inc.** in its U.S. and Canadian private placement of US$30 million in high yield notes and its US$30 million incremental secured term loan.

### Fortis Inc.

Acted for **Fortis Inc.** in connection with its issuance of an aggregate principal amount of approximately US$2 billion of registered notes in exchange for notes previously issued to U.S. investors on a private placement basis. The new notes issued as a result of the exchange offer were qualified by a prospectus supplement under a cross-border shelf prospectus filed under the multi-jurisdictional disclosure system.

### Birch Hill Equity Partners

Acted for **Birch Hill Equity Partners** in connection with its acquisition of a majority stake in Cozzini Bros., an Illinois-based knife sharpening rental and exchange company.

### Fortis Inc.

Acted for **Fortis Inc.** in connection with its $500-million direct registered offering of common shares to a U.S. institutional investor. The shares were sold pursuant to a cross-border shelf prospectus filed by Fortis under the multi-jurisdictional disclosure system.

### BMO Capital Markets and CIBC World Markets Inc.

Acted for a syndicate of underwriters co-led by **BMO Capital Markets** and **CIBC World Markets Inc.** in connection with a $193-million bought deal public offering of trust units of Milestone Apartments Real Estate Investment Trust. The REIT intends to use the proceeds from the offering to fund a portion of the purchase price for its US$242-million acquisition of a portfolio of six multi-family properties.

### Cachet Financial Solutions, Inc.

Acted for **Cachet Financial Solutions, Inc.**, a leading mobile Fintech provider of

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cloud-based remote deposit capture and mobile prepaid card solutions, in its proposed public offering of common stock and related public filings with the Securities and Exchange Commission.

### RBC Dominion Securities Inc.

Acted for **RBC Dominion Securities Inc.** and a syndicate of underwriters on Videotron Ltd.'s $375-million aggregate issuance of 5.75% senior notes due January 15, 2026.

### Bentall Kennedy (Canada) Limited Partner

Acted for the **Bentall Kennedy Group**, a premier real estate investment management firm operating in Canada and the United States, in its acquisition by Sun Life Financial Inc. for a purchase price of $560 million.

### Ironbridge Equity Partners

Acted for **Ironbridge Equity Partners** in connection with its investment in Alliance Corporation, a distributor and manufacturer of products and solutions for North American wireless, broadband, broadcast and wireline networks.

### Tippmann US Holdco, Inc. (part of the G.I. Sportz Group)

Acted for **G.I. Sportz Inc.** in connection with the acquisition of Kee Action Sports, a leading manufacturer and distributor of paintball sporting goods, equipment and apparel, based in New Jersey with distribution facilities located across the United States, Canada and the United Kingdom.

### The Aristotle Corporation

Acted for **The Aristotle Corporation** in connection with the sale of that company to the private equity firm Wasserstein & Co. The Aristotle Corporation, headquartered in Fort Atkinson, WI, is a leading developer and value-added distributor of specialty products for the education, healthcare training, laboratory testing and agricultural end markets.

### Bentall Kennedy (U.S.) Limited Partnership

Acted for the **Bentall Kennedy Group** in its acquisition of Landon Butler & Co. and NewTower Trust Company, the investor relations and capital-raising firm and trustee of the Multi-Employer Property Trust, an open-end commingled real estate equity fund that invests in a diversified portfolio of institutional-quality real estate assets in the United States and has in excess of $6 billion in net asset value as of June 30, 2015.

### RBC Dominion Securities and CIBC World Markets

Acted in Canada and the U.S. for a syndicate of underwriters led by **RBC Dominion Securities** and **CIBC World Markets** in connection with a US$46.5-million bought deal public offering of trust units of WPT Industrial REIT, the net proceeds from which were used to partially fund the acquisition of six industrial properties in the U.S.

### BMO Nesbitt Burns Inc. and CIBC World Markets Inc.

Acted for a syndicate of underwriters co-led by **BMO Nesbitt Burns Inc.** and **CIBC World Markets Inc.** in connection with the $115-million bought deal public offering of trust units of Milestone Apartments Real Estate Investment Trust.

### Fortis Inc.

Acted for **Fortis Inc.** in its $600-million bought deal public offering of Series M first preference shares, one of the largest preferred share offerings in Canadian history. The net proceeds were used to repay borrowings incurred to fund the US$2.5-billion

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cash purchase price paid to acquire UNS Energy Corporation, an Arizona-based utility engaged in the regulated electric generation and energy delivery business.

### Shaw Communications Inc.

Acted for **Shaw Communications Inc.** in its acquisition of ViaWest, Inc. from Oak Hill Capital Partners and other shareholders for an enterprise value of US$1.2 billion.

### Fortis Inc.

Acted for **Fortis Inc.** in its $1.8-billion offering of convertible debentures represented by instalment receipts. The net proceeds from this offering are being used indirectly to partially finance the US$2.5-billion cash purchase price paid by Fortis to acquire UNS Energy Corporation, an Arizona-based integrated utility services holding company. The offering marked the first time in almost two decades that debentures were sold using an instalment receipt structure.

### Brookfield Office Properties Inc.

Acted for **Brookfield Office Properties Inc.** and its independent committee in connection with the US$5-billion offer by its controlling shareholder, Brookfield Property Partners L.P., to acquire the minority interest in Brookfield Office Properties Inc.

### RBC Dominion Securities and CIBC World Markets

Acted in Canada and the U.S. for a syndicate of underwriters led by **RBC Dominion Securities** and **CIBC World Markets** in connection with a US$32-million bought deal public offering of trust units of WPT Industrial REIT.

### Edgecrest Capital Corporation and Canaccord Genuity Corp.

Acted for a syndicate of agents consisting of **Edgecrest Capital** and **Canaccord Genuity** in connection with a two tranche public offering of $62-million of convertible unsecured subordinated debentures and common share purchase warrants of North American Palladium Ltd. The securities were offered in Canada by way of a prospectus and in the United States by way of a registration statement filed under the Multi-Jurisdictional Disclosure System.

### Ontario Teachers' Pension Plan Board

Acted for Ontario Teachers' Pension Plan Board in connection with its US$500-million equity investment in Hudson's Bay Company to finance the acquisition by Hudson's Bay Company of Saks Incorporated in an all-cash transaction valued at approximately US$2.9 billion including debt, along with related governance and shareholder arrangements.

### Xplornet Communications Inc.

Acted for **Xplornet Communications Inc.** in connection with its private offering of debt and equity securities for aggregate proceeds of $148 million.

### Kimco Realty Corporation

Acted for **Kimco North Trust III**, an indirect wholly-owned entity of Kimco Realty Corporation, in connection with its offering of $200 million unsecured notes on a private placement basis in Canada.

### Caisse de dépôt et placement du Québec

Acted for the **Caisse de dépôt et placement du Québec** in connection with the secondary private placement by CDP Capital d'Amérique Investissements Inc., a subsidiary of Caisse de dépôt et placement du Québec, of $305 million aggregate

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principal amount of Québecor Inc.'s convertible unsecured subordinated debentures due 2018.

### Potash Ridge Corporation

Acted for **Potash Ridge Corporation** in connection with its initial public offering of common shares.

### MethylGene Inc.

Acted for **MethylGene Inc.** in connection with its $26.1-million private placement. Institutional investors participating in the financing included Tavistock Life Sciences as well as funds managed by Baker Bros. Advisors, LLC, a fund managed by OrbiMed Advisors LLC, Tang Capital Partners, LP, RA Capital Management, and BVF Partners L.P.

### Alimentation Couche-Tard Inc.

Acted for **Alimentation Couche-Tard Inc.** in connection with a $1-billion offering of senior unsecured notes, consisting of $300-million principal amount of 2.861% Series 1 senior unsecured notes due 2017, $450-million principal amount of 3.319% Series 2 senior unsecured notes due 2019, and $250-million principal amount of 3.899% Series 3 senior unsecured notes due 2022.

### OPTrust

Acted for **OPTrust** in connection with the acquisition by OPTrust and DeBartolo Investments of preferred stock and warrants of Landmark Apartment Trust, Inc., a US-based Real Estate Investment Trust. The private offering of preferred stock and warrants is part of another transaction in which Landmark Apartment Trust is acquiring 21 multifamily apartment communities from Elco Landmark Residential Holdings, Inc. and certain other investors.

### Schlumberger Limited

Acted for **Schlumberger Limited** in connection with its $240-million acquisition of CE Franklin Ltd. by National Oilwell Varco by way of plan of arrangement. Schlumberger was the 56% controlling shareholder of CE Franklin, a supplier to the Canadian energy industry.

### Xplornet Communications Inc.

Acted for **Xplornet Communications Inc.** in connection with its $125-million private financing.

### Altus Capital Partners

Acted for **Altus Capital Partners** in its acquisition of International Imaging Materials, Inc., a global leader in the development, manufacture and distribution of thermal transfer ribbons.

### Hale Capital Partners, LP

Acted for **Hale Capital Partners, LP** and their wholly owned subsidiary **HUSC, LLC** in connection with the PIPE Investment by HUSC, LLC in secured convertible notes and warrants issued by United Silver Corp.

### SANRAD, Inc.

Acted for **SANRAD, Inc.**, a privately held Israeli-based provider of Flash caching and virtualization software and hardware, in its sale to OCZ Technology Group, Inc., a leading provider of high-performance solid-state drives (SSDs) for computing devices and systems.

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### Xplornet Communications Inc.

Acted for **Xplornet Communications Inc.** (formerly Barrett Xplore Inc.) in connection with the private offering of $230 million of securities, one of the largest Canadian financing telecom projects to be announced in 2011.

### Jesta Capital Group

Acted for **Jesta Capital Group** in connection with its acquisition of the Fox Mobile Group, the wireless entertainment division of News Corporation.

## Recognitions

IFLR1000
Mergers and Acquisitions

Legal 500 Canada
International Expertise
Leading Partner

## Insights

D&O Insider Reporting in the U.S
Mar 6, 2026

Foreign Private Issuers Under SEC's Microscope
Jul 7, 2025

Novacap Successfully Closes the First Digital Infrastructure Fund I, Exceeding Target of US$1 Billion
Jan 23, 2025

Canadian Dual-Listed Company Insiders Remain Exempt from U.S. Short-Swing Profit and Insider Reporting Rules
Dec 15, 2023

Canadian Dual-Listed Company Insiders May Become Subject to U.S. Short-Swing Profit and Insider Reporting Rules
Oct 31, 2023

The SEC Amends Beneficial Ownership Reporting Rules
Oct 24, 2023

NYSE and Nasdaq Propose Listing Standards Requiring Issuers to Adopt Clawback Policies to Recover Erroneously Awarded Incentive-Based Executive Compensation
Mar 17, 2023

SEC Adopts Amendments to Insider Trading Rules and Reporting Requirements
Jan 20, 2023

SEC Adopts Final Rules for Recovery of Erroneously Awarded Compensation
Dec 6, 2022

*Davies Governance Insights* – September 2022
Sep 6, 2022

Hydrostor Secures Growth Financing from Goldman Sachs
Jan 10, 2022

Novacap Closes Largest-Ever Private Equity Fund
Feb 24, 2021

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Davies Governance Insights 2017
Oct 2, 2017

Multijurisdictional Disclosure System: Offering Securities and Reporting in the United States Using MJDS
Sep 21, 2015

## Education

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University of Toronto, BA (Economics & Management), 1992

## Bar Admissions

Ontario, 1995
New York, 1998
Israel, 2009