

John J. Wolfel

Partner

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John J. Wolfel, Jr. counsels business clients on securities matters, acquisitions, financings, corporate governance matters, and regulatory matters involving the Securities and Exchange Commission or public stock exchanges. He is a partner in the firm's Transactions Practice as well as the REIT area of focus and the Cannabis Industry team.

John has worked on numerous public and private securities offerings, including IPOs, registered direct offerings, traditional follow-on offerings, private placements, and PIPEs. He also represents many companies with their periodic reporting obligations and other matters before the Securities and Exchange Commission.

John has handled a variety of business combinations for both public and private companies as well as the representation of special committees in connection with transactions. He represents several publicly traded companies that are listed on the NYSE, Nasdaq, and OTCQX stock exchanges, including REITs and companies in the cannabis space.

Prior to joining Foley, John interned at the United States Attorney's Office for the Middle District of Florida.

Representative Experience

- Served as legal advisor to Foley Products Company in its definitive agreement to be acquired by Commercial Metals Company (NYSE: CMC) for a cash purchase price of \$1.84 billion
- Represented special committee in \$30 million going-private transaction of Nasdaq-listed retail company in 2020
- Represented private insurer in \$350 million acquisition of Nasdaq-listed public insurer in 2019
- Issuer's counsel for \$100 million Rule 144A surplus notes offering for private insurer in 2019
- Issuer's counsel for \$10 million warrant exchange offering for a NYSE American-listed company in 2019
- Issuer's counsel for \$300 million note offering for a Nasdaq-listed REIT in 2019

- Issuer's counsel for \$200 million underwritten follow-on common stock offering for Nasdaq-listed software company in 2018
- Issuer's counsel for venture capital financing for a Maryland pharmaceutical company in 2018 and 2019
- Issuer's counsel for \$300 million note offering for an NYSE-listed REIT in 2018
- Issuer's counsel for \$60 million registered direct follow-on offering of common stock for a NYSE American-listed company in 2017
- Issuer's counsel for \$300 million note offering for an NYSE-listed REIT in 2017
- Issuer's counsel for \$650 million note offering for an NYSE-listed REIT in 2017
- Issuer's counsel for \$60 million IPO on NYSE for REIT in the medical cannabis space in 2016
- Issuer's counsel for \$400 million common stock offering for an NYSE-listed REIT in 2016
- Numerous other follow-on securities offerings, including common stock, warrants, units, debt, and other securities offerings

Awards and Recognition

- Selected by his peers for inclusion in *The Best Lawyers in America*® in the field of Corporate Law (2022-2024)
- Recognized as a Legal Elite Up & Coming attorney by *Florida Trend* magazine's Florida Legal Elite™
- Selected for inclusion in Florida Super Lawyers – Rising Stars® lists for his work in Securities & Corporate Finance and Business/Corporate Law

Community Involvement

- Board service, Association for Corporate Growth (North Florida Chapter)
- Board service, Jacksonville Armada Youth Soccer Club
- Former board member, Jacksonville Area Legal Aid
- Past Jacksonville Area Legal Aid Equal Justice Award recipient

Presentations and Publications

- "Court Allows Buyer to Walk Away From Deal Based on Material Adverse Effect," *Westlaw Journal: Expert Analysis*, October 29, 2018
- "Conflict M&A Transactions Create Risk for Buy-Side Directors," *Bloomberg BNA Corporate Law & Accountability Report*, August 8, 2018
- "The Changing Landscape of Delaware Appraisal Rights," *Bloomberg BNA's Securities Regulation & Law Report*, November 20, 2017
- "Blocking Director May Not Prevent Bankruptcy Remote Entity From Filing Bankruptcy," *Bloomberg BNA*, May 23, 2017
- "Lessons Learned From Dole Foods: What Not to Do When a Controlling Stockholder Wants to Go Private," *Bloomberg BNA: Mergers and Acquisitions Law Report*, September 28, 2015
- "Delaware Court Applies 'Business Judgment' Test to KKR's Acquisition of Managed Affiliate," *Westlaw Journal: Corporate Officers & Directors Liability*, November 24, 2014

- "Investment Banker Held Liable for Flawed Rural/Metro Sale Process," *Westlaw Journal: Corporate Officers & Directors Liability*, March 24, 2014
- "Rescue Merger Shields Countrywide Directors From Shareholder Suits," *Corporate Board Member*, November 5, 2013
- "Breach of Confidentiality Agreement Leads Chancery Court to Enjoin Hostile Takeover Bid: Guidance for the Future," *Bloomberg BNA's Mergers & Acquisitions Law Report*, June 11, 2012
- "Wesco Financial ruling has lessons for controlling stockholders in freeze-out transactions," *Westlaw Journal: Corporate Officers & Directors Liability*, May 23, 2011
- "Delaware Court Provides Guidance on Sale Process, Exclusivity, Conflict Disclosure in Proxy," *Delaware Corporate*, Westlaw Journal/Thomson Reuters, March 21, 2011
- "The Old Boys Club still rules; Why the Delaware Chancery Court approved Barnes & Noble's poison pill, even with "grandfather exemption," *CFOZone.com*, August 30, 2010
- "New Requirements and Increased Supervision Over Economic Stimulus and Bailout Funds May Increase Potential False Claims Act Liability for Recipients," Foley & Lardner LLP *Legal News Alert: Financial Crisis Response Team*, April 29, 2010 and *Financial Fraud Law Report*, July/August 2009
- "Del. Court Upholds Low-Threshold Poison Pill to Protect NOLs," *Delaware Corporate Litigation Reporter*, March 22, 2010
- "SEC Issues Final Rules on Interactive Data to Improve Financial Reporting (XBRL)," Foley & Lardner LLP *Legal News Alert: Transactional & Securities*, February 9, 2009
- "SEC Adopts Proposed Rules Requiring Financial Statements to Be Filed in XBRL Format and Extends Timetable for Compliance," Foley & Lardner LLP *Legal News Alert: Transactional & Securities*, December 19, 2008
- "Certain Shelf Registration Statements to Expire December 1, 2008," Foley & Lardner LLP *Legal News Alert: Transactional & Securities*, October 23, 2008
- "SEC Issues Emergency Rules Regarding Short Selling and Stock Repurchases," Foley & Lardner LLP *Legal News Alert: Transactional & Securities*, September 19, 2008
- "SEC Approves Another One-Year Extension for Smaller Companies for SOX 404(b) Auditor Attestation Requirement," Foley & Lardner LLP *Legal News Alert: Transactional & Securities*, June 27, 2008

Sectors

- [Cannabis](#)

Practice Areas

- [Corporate](#)
- [Mergers & Acquisitions](#)
- [Transactions](#)

Education

- Florida State University College of Law (J.D., magna cum laude, 2006)

- Elected, Order of the Coif
- Member, *Florida State University Law Review*
- Awarded, American Bankruptcy Institute Medal of Excellence Award
- The University of West Florida (B.S., magna cum laude, 2002)
 - Finance

Admissions

- Florida