



Theo Smith (孙深辉)

Associate

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Practice Areas

Corporate
International
International Law: Trade and Taxation
Mergers and Acquisitions
Tax

Languages

Mandarin Chinese

Theo Smith is a corporate and international attorney whose practice centers on cross-border mergers, acquisitions, and investment between the United States and Asia. He advises companies on entering and operating in the U.S. market, structuring inbound and outbound transactions, and navigating the U.S. regulatory regimes that most affect international businesses doing business in America, including CFIUS national-security review, export controls, and sanctions.

Mr. Smith speaks Mandarin and has lived in Beijing and Taipei. He works directly with founders, executives, and in-house counsel in their own language, which allows him to move transactions forward quickly and to anticipate the practical and cultural issues that arise in U.S.-China deals.

Corporate practice. Mr. Smith focuses on mergers and acquisitions, business contracts, entity formation, antitrust and HSR filings, SEC and FINRA securities compliance, corporate finance and private securities offerings, licensing, regulatory compliance, and corporate governance.

International practice. He focuses on EAR and ITAR export-control compliance, U.S. Treasury OFAC sanctions, imports and customs, commercial trade agreements, foreign entity formation and governance, international manufacturing and licensing arrangements, cross-border tax structuring, and data privacy, including China's PIPL, CSL, and DSL, and the EU GDPR.

Mr. Smith also serves on the board of directors of Stepping Stones International. He brings to every engagement a combination of transactional depth, regulatory fluency, and first-hand understanding of doing business across the U.S. and Greater China.

Education

University of Chicago Law School, JD
Capital Normal University, Beijing
Brigham Young University-Idaho, BA, English – Literary Criticism, minor in Chinese

Clerkships

– Honorable John Z. Lee, U.S. District Court for the Northern District of Illinois, judicial extern clerk

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Honors & Awards

- Mountain States Super Lawyers Rising Star: Mergers and Acquisitions (2024-2025)

Experience

China & Cross-Border Transactions

- Cross-border acquisitions, investments, and joint ventures between the U.S. and Asia
- U.S. market entry and cross-border expansion for foreign companies
- Strategic business development in the U.S.: helping Chinese companies build partnerships, distribution channels, and customer and supplier relationships to grow a lasting presence in the American market
- CFIUS national-security review of inbound investment
- Foreign direct investment, factory, and manufacturing operations
- International supply, distribution, and manufacturing agreements
- Import of foreign goods into China: structuring sourcing, purchase, and distribution arrangements and managing compliance for Chinese companies importing products from abroad
- Tariff strategy and mitigation: tariff classification, country-of-origin and tariff-engineering analysis, exclusion requests, and duty-reduction planning
- Supply-chain restructuring to reduce tariff exposure: relocating and rerouting manufacturing and sourcing across jurisdictions to protect market access and margins
- Relocating manufacturing and supply chains to third countries, such as Malaysia, Vietnam, and Thailand, to reduce U.S. tariff exposure and diversify trade routes
- Renegotiation of cross-border supply contracts disrupted by tariffs: restructuring pricing, duty-cost allocation, and terms so that a foreign buyer and a Chinese manufacturer can keep the order and preserve the relationship
- Tariff and import structuring for e-commerce sellers: helping device and consumer-goods companies clear customs and reduce duty costs so they can sell competitively on Amazon and other U.S. marketplaces
- Foreign entity formation and governance
- Cross-border tax strategy to reduce overall tax exposure on U.S. and China transactions
- Tax-efficient entity and holding-company structuring across multiple jurisdictions
- Transfer-pricing strategy and intercompany agreements
- Tax-treaty planning and reduction of withholding tax on cross-border dividends, royalties, and interest

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Experience Continued

- Securing state and local tax-reduction and investment incentives for foreign companies establishing operations in Utah
- International and offshore cryptocurrency strategy: jurisdiction selection and entity structuring for digital-asset ventures, with cross-border tax and regulatory compliance
- Cryptocurrency and digital-asset regulatory compliance and licensing under SEC, CFTC, and AML and FinCEN requirements
- Cross-border structuring of token offerings, exchanges, and digital-asset transactions

Mergers & Acquisitions

- M&A from letter of intent through post-closing, domestic and international
- Asset purchase and merger agreements, disclosure schedules, due diligence, and closing deliverables
- Search-fund, independent-sponsor, and SBA-backed acquisitions

Private Capital & Financings

- Private equity and venture capital financings and investments
- Private placements and private securities offerings
- SAFEs, seed and Series funding, and investment advisory agreements
- Loans, promissory notes, and secured transactions (UCC-1 filings, security agreements, stock warrants)
- Intellectual-property pledge agreements in financing transactions

Securities & Capital Markets

- SEC public reporting: drafting and review of Forms 10-K, 10-Q, and 8-K
- Proxy statements and annual and quarterly meeting materials
- Compliance under the Securities Exchange Act, the Investment Company Act, and Dodd-Frank
- SEC and CFTC regulatory matters and Blue Sky compliance
- FINRA compliance for investment advisers and broker-dealers

Corporate & Governance

- Outside general counsel and general corporate representation
- Entity formation, structuring, domestication, conversion, revival, and dissolution
- Bylaws, operating agreements, management agreements, and board and shareholder consents
- Corporate governance, fiduciary duties, and minority-shareholder rights and disputes
- Contribution, buy-sell, and redemption agreements; equity restructuring and distributions

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Experience Continued

Dispute Resolution & Risk Management

- Structuring transactions and contracts to limit U.S. litigation exposure for foreign parties, including governing-law, forum-selection, and arbitration provisions (AAA, ICC, and CIETAC) and choice of seat
- Drafting dispute-resolution, indemnification, limitation-of-liability, and remedy clauses that allocate and cap risk in cross-border supply, distribution, and M&A agreements
- Enforcement of NNN (non-use, non-disclosure, non-circumvention), confidentiality, and intellectual-property protections against U.S. counterparties
- Pre-litigation strategy, demand letters, settlement negotiation, and management of commercial, shareholder, and contract disputes, coordinating with the firm's litigation team when matters proceed to court or arbitration
- Risk assessment and dispute-prevention counseling on minority-shareholder rights, fiduciary duties, and joint-venture deadlock

International Trade & Regulatory

- EAR and ITAR export-control compliance
- S. Treasury OFAC sanctions and licensing matters
- Imports and customs compliance: classification, tariffs, and CBP disputes
- Antitrust and HSR filings
- Semiconductor and emerging-technology regulations

Data Privacy

- China data privacy: PIPL, CSL, and DSL
- EU GDPR, standard contractual clauses, transfer impact assessments, and data-processing agreements
- Privacy policies, terms of use, and disclosures

Commercial Contracts

- Supply, manufacturing, and distribution agreements, including NNN (non-use, non-disclosure, non-circumvention) agreements
- Software-as-a-Service (SaaS) and technology agreements
- Licensing and sponsorship agreements
- Employment and independent-contractor agreements
- NDAs, leases, customer terms and conditions, liability waivers, and demand letters

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Experience Continued

U.S. Real Estate & Facilities

- SAcquisition and leasing of U.S. manufacturing, warehouse, distribution, and office facilities for foreign companies establishing or expanding operations in the American market
- Commercial purchase and sale agreements, commercial and industrial leases, and build-to-suit and tenant-improvement arrangements
- Real estate due diligence, title and survey review, deeds, easements, and liens, and coordination of site selection with state and local tax and investment incentives
- Real estate development and finance, including construction, architect, and engineering agreements and HUD-related financing

Additional Areas

- Healthcare regulatory matters: HIPAA, Stark Law, and the Anti-Kickback Statute
- Financial-services, fiduciary, and ERISA litigation

Admissions & Affiliations

Bar Admissions: Idaho Supreme Court
 Minnesota Supreme Court
 United States District Court for the District of Minnesota
 United States District Court for the District of Utah
 Utah Supreme Court
 Utah

Affiliations: BYU-Idaho Alumni Association
 American Bar Association: Aerospace and Defense Industries, Export Controls and Economic Sanctions, and Mergers and Acquisitions Committees
 Salt Lake County Bar Association
 University of Chicago Alumni Association
 University of Chicago Law School Alumni Admissions Network
 Utah State Bar: Business Law, Corporate Counsel, and Securities Sections

Community & Civic Involvement

- Board Member, J. Reuben Clark Law Society