



Theo Smith

Associate

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801.328.3600

Practice Areas

Corporate
Cybersecurity and Data Privacy
Emerging Technologies
International

Languages

Mandarin Chinese

Theo Smith is a member of the firm's Corporate section, where he specializes in mergers and acquisitions, private equity and venture capital financings and investments, private placements, business contracts, and general corporate representation.

Mr. Smith is also a member of the firm's International section, where he focuses on international business expansion, multi-jurisdiction tax optimization, EAR and ITAR export controls, U.S. Treasury OFAC sanctions, and commercial trade agreements.

Mr. Smith is recognized by Mountain States Super Lawyers for mergers and acquisitions. He currently serves on the board of directors of Stepping Stones International and the board of governors of 47G. He speaks Mandarin and has lived in Beijing and Taipei.

Experience

Representative Matters

- Private placement offering for an investment fund in the solar energy business.
- Private placement offering for a real estate holding company engaged in leasing aviation customers.
- A \$300 million purchase of a consumer products company by a public company.
- A \$150 million merger of a private bank and a public bank.
- A \$140 million sale of an e-commerce company to a public company.
- Multiple sales of insurance agencies exceeding \$100 million.
- A SaaS company selling for \$30 million.
- A tech company during seed funding.
- A medical technology company investing in a healthcare startup's seed funding.
- A \$500,000 sale of an automation tech startup by its founders for equity, cash, and royalty consideration.
- A venture capital firm investing \$5 million in an international biomedical target company.
- A private equity firm making acquisitions ranging from \$8 million to \$150 million.
- A \$75 million loan agreement and related IP pledge agreements for a consumer products company.
- A cross-border \$15 million partial sale and licensing of a consumer products company.
- Assist an offshore cryptocurrency foreign exchange brokerage in navigating securities laws, SEC and CFTC requirements, international tax optimization and related corporate structure, the Exchange Act of 1934, Investment Company Act of 1940, and Dodd-Frank.
- Represented buyer in \$35 million investment in an investment firm.

Theo Smith

Experience Continued

- Represented buyer in \$15 million preferred equity investment in a consumer products company.
- A multibillion-dollar private company making strategic equity investments in target companies.
- Joint-venture contribution agreements and debt financings for a rapidly expanding consumer products company.
- Securities purchase agreements and warrants to facilitate investments in a medical technology client that went public one year later.
- SEC public reporting form checking and general corporate counsel including governance, contracts, and business expansion, for a public holding company in the business of merchant banking, insurance, and sponsoring SPACs.
- SEC public reporting form checking and general corporate counsel including governance, contracts, and business expansion for a public cybersecurity company.
- General corporate counsel, governance documents, and commercial contracts for an international \$300 million consumer products company.
- Draft stockholder meeting notice, proxy statement, and meeting scripts and agenda for a biotech company.
- Draft stockholder meeting notice, proxy statement, and meeting scripts and agenda for a bank.
- Manage the FINRA account and regulatory requirements of two Silicon Valley investment advisers and boutique investment banks.
- ERISA litigation exceeding \$300 million
- Resolved a shareholder's dissent from a merger under Delaware law.

Pro Bono

- General counsel services and director to Stepping Stones International, an international humanitarian charity. Maintain qualification for tax exempt status as a 501(c)(3) organization, qualify for USAID funding, expand to new markets, advise on governance and contracts, author fundraising and marketing material.
- Corporate governance and banking counsel to the Utah branch of a U.S. Commerce Department entity.
- Assisted an immigrant in starting a construction business.
- Represent indigent debtors before the Third District Court of Utah regarding debt collections and garnishment.

Clerkships

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

Theo Smith

Education

University of Chicago Law School, JD

Capital Normal University, Beijing

Brigham Young University-Idaho, BA, English – Literary Criticism, minor in Chinese

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: 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