JONES&KELLER
ATTORNEYS AT LAW

# David Thayer

SPECIAL COUNSEL

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*Dave Thayer is a corporate and transaction attorney, and a reformed CPA, who focuses on being a deal maker, not a deal breaker, as he helps clients achieve their business dreams.*

From business formation, deal strategy and restructuring to financing and reporting, Dave Thayer has experience managing and addressing all aspects of corporate and business transaction law, with an emphasis in securities and finance-related legal issues. His clients rely on his broad experience and guidance for day-to-day legal assistance through complex regulatory, operational and transactional challenges as they execute business strategies.

Dave advises publicly-traded and private businesses in all stages of growth, from organizational matters and capital funding for start-up and emerging companies to exit strategies that maximize shareholder value. This includes but is not limited to public and private offerings, federal and state securities laws compliance, mergers and acquisitions, corporate governance and management fiduciary duties. In addition, he represents broker-dealers and underwriters in connection with securities offerings and compliance matters, and investment advisors with legal matters arising from the Investment Advisers Act of 1940.

Clients benefit from general business matter advice that is in their best interest. Both organizational and operational challenges are met through, among other things, entity formation and documentation, buy-sell agreements, employment and compensation agreements and plans, succession planning and the sale of private businesses.

Dave develops long-term relationships with clients by delivering trustworthy legal advice that increases client confidence. His ease with financial statements and complex financial arrangements stems from his previous experience as a Certified Public Accountant, which enables him to effectively advise clients in complex corporate finance and business transactions. Dave frequently writes on the public and private company business issues his clients face, reflective of his experience and knowledge.

## Experience

### COMPLEX COMMERCIAL REPORTING AND TRANSACTIONS

- SEC reporting and compliance, proxy statements, registration of securities, PIPEs and other exempt offerings of securities, tender offers and going private transactions.
- Public and private securities offerings for equity and debt, including IPOs.
- Complex mergers and acquisitions of companies, and sales of business, both public and private.
- Handles lending transactions with financial institutions and institutional investors.

- Assists in business formation, entity selection, and operational issues, including operating agreements, bylaws and related organizational documents.
- Provides transaction advice, negotiating contracts, and preparing a broad range of business and transactional documents (shareholder/buy-sell agreements, equity incentive plans, compensation and deferred income plans, commercial leases, employment and consulting agreements, equity incentive plans, intellectual property licenses and related legal documents).
- Advises executive management and directors regarding corporate law, corporate best practices, fiduciary duties and compliance with Sarbanes-Oxley and the corporate governance rules of the national stock exchanges
- Focuses on representing individuals and businesses in private financings and private placements of securities, debt offerings and related corporate financing.
- Counsels business owners with respect to business succession planning, including structuring transfer of ownership of businesses to next-generation family members and employees.

## Significant Representations

- Represented NASDAQ-traded companies in the natural resources, banking, credit reporting and insurance industries in public offering registration, including preparing annual, quarterly and current reports, proxy statements, and the application of Federal and State securities laws and officer and director reporting.
- Ongoing representation of a NYSE-listed public company in the oil natural gas services industry in complying with securities registration laws and SEC reporting and compliance, mergers and acquisition, as well as employment agreements, compensation plans and other corporate and business matters.
- Represented an OTCBB publicly-held exploratory mining company in connection with structuring and registering an equity line of credit with an investment banking firm.
- Represented a publicly-traded oil and gas company in connection with a $145 million working capital facility with an Australian and New Zealand banking group.
- Represented a NYSE-listed insurance holding company with respect to multiple acquisitions of other insurance companies through public and private stock offerings and cash purchases.
- Represented a comic book publisher and internet-based entertainment company in a complex securities placement with venture capitalist and institutional investors.
- Advise Boards of Directors and management regarding corporate law and fiduciary duties and compliance with Sarbanes-Oxley and corporate governance rules of the national stock exchanges.
- Assisted Colorado-based real estate developer with multi-family and community development projects.
- Ongoing representation of individuals and small businesses in a variety of industries in connection with business formation and operation of private business entities, including drafting organization documents, negotiating and preparing general business and transactional documents and contracts, including operating agreements, shareholder agreements, commercial leases, employment and consulting agreements, stock and asset purchase agreements, intellectual property licenses, and other related legal documents.
- Performed corporate internal investigations and legal audits on behalf of Audit Committees for, among others, an international NYSE-listed computer and software company and a NYSE-listed oil and gas exploratory company.

## Publications

- "Seven Key Factors for Family Business Survival," originally published in *Wealth Management*
- "Starting your own business in a COVID-19 environment," featured in *ColoradoBiz*
- "COVID-19 Raises Legal Pressures on Businesses," David Thayer and guest Dylan Metzner
- Securities and Exchange Commission Provides COVID-19 Relief
- "More Trouble with Finders: State Don't Like Them, Either!"
- "SEC Calling: The Trouble With Finders in Connection With the Sale of Securities," originally published in *Law Week Colorado*
- "SEC Adopts Regulation Best Interest: New Standards for Broker-Dealers"
- "SEC Proposes New Public Company Disclosure Rules"
- "SEC Adopts Regulation Best Interest: New Standards for Broker-Dealers"
- Avoiding Pitfalls When Buying and Selling a Business Series, originally published in *ColoradoBiz*
    - Seller's Viewpoint
    - Buyer's Viewpoint

## PROFESSIONAL & COMMUNITY AFFILIATIONS

- Colorado Bar Association
- Formerly a Certified Public Accountant in Arizona and Colorado

## ADMISSIONS

Colorado

## LICENSED IN

Colorado

## EDUCATION

- J.D., University of Arizona School of Law, cum laude (1991)
- B.S. Business – Accounting Emphasis, University of Northern Colorado, magna cum laude (1985)

## PRACTICE AREAS

Business & Corporate
Mergers and Acquisitions
Natural Resources
Securities & Finance