



## Jason B. Sims

Partner

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Taking a practical approach to meeting clients' needs, Jason has extensive experience handling commercial transactions for businesses in an array of industries, from industrial clients to multi-national transportation companies. He is adept at advising his clients through a wide range of matters, including outsourcing agreements, mergers and acquisitions, divestitures, supply chain agreements, contract manufacturing agreements, licensing arrangements, commercial leases, lease financing and corporate governance. He also routinely counsels clients on private securities matters and offerings, including capital-raising efforts and private debt securities.

As Jason's clients represent businesses of all sizes, spanning from Fortune 500 multi-nationals to entrepreneurial ventures, he is equally comfortable tailoring his approach to working with entrepreneurs or high-level executives. He routinely represents companies in several industries including energy, natural resources, health care, transportation, manufacturing, water process technologies, construction services, technology and consumer goods.

He is a trusted adviser to businesses throughout the world, capable of helping them overcome challenges and reach their objectives.

### Services

- Corporate & Transactional
- Mergers & Acquisitions
- Private Equity
- Private Placements
- Capital Markets
- Natural Resources Industry

### Education

- University of Cincinnati College of Law (J.D., 1993)

- Wright State University (B.S., *cum laude*, 1988)

## Bar Admissions

- Kentucky
- Ohio

## Court Admissions

- U.S. Court of Federal Claims

## Affiliations/Memberships

- American Bar Association
- Kentucky Bar Association
- Ohio State Bar Association
- Cincinnati Bar Association
- Fayette County Bar Association

## Distinctions

- Recommended for Mergers, Acquisitions and Buyouts by *The Legal 500 United States*
- Ohio *Rising Stars*® (2005)
- *Best Lawyers*®
  - Corporate Governance Law (2022-2023)

# Experience

## Sale of Reference Lab

Dinsmore represented a large not-for-profit health system in the asset sale of its reference labs to a publicly traded company. We handled all aspects of the transaction including drafting and negotiation of all ancillary agreements to ensure successful operational transition.

## Home Health and Hospice Joint Venture

Dinsmore represents a large not-for-profit health system in a joint venture transaction with a national for profits home health and hospice company. We handled all aspects of this asset and equity deal from regulatory compliance review, negotiation of definitive agreements and restrictive covenants, non-profit, licensure, accreditation, and Medicare/Medicaid enrollment notices and filings.

## Counseled Company through \$100 Million Merger

We representing a marketing software company in their \$100 million cross-border acquisition via merger of another software technology company. We counseled the client through all aspects of the deal, including the drafting of merger agreement and other ancillary agreements, overseeing due diligence, reviewing and confirming

the merger consideration waterfall analysis, and counseling management on any potential issues that arose. Closing the deal enabled the business to deepen their portfolio of services.

#### **Counseled Company through a \$125 Million Acquisition**

We counseled a B2C online retail company in a \$125 million merger in which it was acquired by a strategic buyer as part of a roll up of B2C online retailers. This acquisition also included rollover equity for senior executives and employees with vested options. We counseled the business through every aspect of the transaction, including negotiating the acquisition agreement, rollover agreement, assisting the company with responses to due diligence requests, managing the closing, and working with and coordinating consent and approval process in a transaction that required a simultaneous sign and close in order to meet the parties timing requirements, which included informing nearly 150 stockholders of the transaction.

#### **Counseled Company through a \$347 Million Acquisition**

We counseled a cloud-based SAAS company specializing in disaster recovery in this \$347 million cross-border transaction in which the company was acquired. Our counsel included drafting and negotiating the acquisition agreements and ancillary agreements, overseeing the due diligence process, and advising the company's board and executive team with respect to any issues that arose.

#### **Counseled Leading ULT Freezer Company through Merger**

We counseled our client, Stirling Ultracold, an innovative developer and manufacturer of ultra-low temperature (ULT) freezers for life science and biopharma research, through its merger with BioLife Solutions, Inc., a developer focused on bioproduction devices used in cell and gene therapies. The all-stock mergers was in excess of \$230 million.

Stirling's CEO saw the potential for increased demand for the company's freezers during the COVID-19 pandemic as the freezers were a direct competitor to dry ice used in storing the COVID-19 vaccine. Merging with BioLife enabled Stirling to execute an aggressive strategic plan marketing and selling its freezers. Dinsmore served as the company's general counsel since 2019, and our team of attorneys brought experience in mergers and acquisitions, labor, insurance, and life sciences, all of which was necessary to fully understand and address the company's specialized needs. We counseled our client through the merger while simultaneously defusing challenges. Our team's collective experience enabled Stirling's executives to address the company's short-term needs while also achieving its long-term goal.

"The entire team at Dinsmore was, by far, the best engagement I have had in the 15-plus strategic transactions I have done throughout my career," said previous Stirling Ultracold CEO Dusty Tenney, now COO and president at BioLife. "Their responsiveness, engagement, availability and deal leadership were extraordinary from LOI to closing."

#### **Project Counsel to an International Health Care Service System**

We served as project counsel to our client, an international health care service system, to negotiate a master services agreement pursuant to which an international commercial real estate services firm managed all owned, leased, and sub-leased portfolio of the client's properties to create efficiencies between our client's internal facility management, property management, and construction departments and its service providers. In addition to the master services agreement, Dinsmore also negotiated various sub-agreements, including property management, transactional management/brokerage, portfolio administration, project management agreements, which governed

specific elements of the relationship between our client and the real estate services firm, including tenant build-outs, portfolio management, leasing, acquisitions, dispositions, and property management. The negotiation required in-depth knowledge of the operations, management and structure of the client's portfolio of facilities, the service provider's operations and services, and coordination among the client, its third party consultants, and its service provider.

#### **Counseled Client Through Principal Exit Plan and Sale of Company**

When the owners of our construction company client were ready to retire and sell their business, we represented and advised the company through the sale process, beginning to end.

## **Publications**

March 25, 2025

**FinCEN Removes BOI Reporting Requirements for U.S. Companies and U.S. Persons**

March 3, 2025

**Treasury Intends to Suspend CTA Enforcement Against U.S. Citizens and Domestic Reporting Companies**

February 28, 2025

**FinCEN Will Not Enforce CTA Penalties and Intends to Further Extend Filing Deadlines**

February 24, 2025

**Corporate Transparency Act Deadline Set For March 21**

January 24, 2025

**Corporate Transparency Act Still on Hold After Supreme Court Decision**

December 27, 2024

**Corporate Transparency Act Blocked (Again) by Fifth Circuit**

December 24, 2024

**FinCEN Extends Deadlines for Filing BOI Reports Required Under the Corporate Transparency Act**

December 23, 2024

**Fifth Circuit Stays the Nationwide Injunction Against the Corporate Transparency Act**

December 9, 2024

**Corporate Transparency Act Blocked Nationwide by Texas District Court**

August 5, 2024

**The Corporate Transparency Act: What You Need to Know and How Dinsmore Can Help**

October 25, 2023

**Are You Ready? The Corporate Transparency Act is Coming and Many Businesses Will be Required to Report Ownership Disclosures**

April 24, 2020

**US Treasury Warns PPP Loan Recipients Must Lack Liquidity to Receive Loans**

March 19, 2020

**Boilerplate Contract Language Coming to the Forefront: Force Majeure Clauses and COVID-19**