



## Christopher J. Voss

### Partner

Seattle  
+1.206.370.7609

CJ.Voss@klgates.com

## OVERVIEW

C.J. Voss has a corporate transactions practice that spans the business lifecycle, from start-up through exit.

For established companies, C.J.'s practice focuses on advising business owners, senior management, and boards of directors on strategic transactions including mergers, acquisitions, recapitalizations, securities offerings, and joint ventures. C.J. has advised on both buy- and sell-side M&A transactions and has served as issuer and underwriters' counsel in IPOs and follow-on offerings. C.J. also has significant experience advising public companies on securities disclosure and compliance matters and corporate governance issues.

At the start-up and growth stages, C.J. advises entrepreneurs and emerging growth companies on business formation and founders' issues and early stage growth financings.

C.J. has represented clients in many sectors, including the food and beverage, aerospace, forest products, energy, manufacturing, life sciences and medical device, healthcare, software and information technology, retail, and financial services industries.

## PROFESSIONAL BACKGROUND

Prior to joining K&L Gates, C.J. spent over 20 years as a corporate lawyer with the Seattle office of a West Coast regional law firm. Previously, he was an attorney/advisor with the Office of the Chief Counsel for International Commerce at the U.S. Department of Commerce in Washington, D.C., and an associate with Linklaters in Brussels, Belgium.

## ACHIEVEMENTS

- Listed in *Best Lawyers in America*©, 2012-2021
- Selected as one of "America's Leading Lawyers for Business" (Washington) by *Chambers USA*, 2007-2020
- Selected to Washington Super Lawyers list (Business/Corporate, Mergers & Acquisitions, Securities & Corporate Finance), 2006, 2014–2015, 2017–2018

## PROFESSIONAL / CIVIC ACTIVITIES

- Director, Association for Corporate Growth Seattle
- Volunteer Lawyer, Kids in Need of Defense
- Judge, Contract Negotiation Competition, University of Washington School of Law
- Former Member, Development Committee, Volunteer Park Trust
- Sponsor Representative, E8 Angels
- Member, Board of Advisors, International Rescue Committee, Seattle Chapter
- Former Member, Board of Directors, Seattle Symphony Orchestra
- Former Member, Executive Committee, and Chair, Major Donor Committee, Juvenile Diabetes Research Foundation/Northwest
- Founder and Former Director, Garfield Men's Lacrosse Club

## SPEAKING ENGAGEMENTS

- "Investing in British Columbia Startups," Alliance of Angels Webinar, October 2020
- "Should We Update our Code of Conduct," Private Companies Committee and Pacific Northwest Chapter, Society for Corporate Governance, March 2019
- "M&A Purchase Price Adjustments," Mergers and Acquisitions Committee, Business Law Section, American Bar Association, February 2019
- "What Would You Do? Being Ethical and Effective at the Negotiation Table," Northwestern University School of Law Corporate & Securities Law Institute-- Chicago, 2018
- "Small Cap IPOs, Alternative Markets, and Shell Mergers," The Seminar Group, December 2017
- "Financing Clean Energy Businesses & Entrepreneurs," The CleanTech Alliance, December 2016
- "The U.S. Economic Relationship with Asia" with Under Secretary of State Catherine Novelli, World Affairs Council – Seattle, 2015
- "M&A Auctions: Successful Bidding Strategies - Planning and Executing Winning Bids, Minimizing Costs of Losing Bids," Strafford Webinars, 2015
- "Lessons Learned from a Career in M&A," Association for Corporate Growth, Seattle, Washington, 2015

## EDUCATION

- LL.M., University of Brussels, 1990

- J.D., University of Virginia School of Law, 1989
- A.B., Princeton University, 1984

## ADMISSIONS

- Bar of New York
- Bar of Washington
- United States Court of Appeals for the Federal Circuit
- United States Court of International Trade

## THOUGHT LEADERSHIP POWERED BY HUB

- 24 June 2020, Chancery Court Reaffirms Delaware Policy of Broad Section 220 Stockholder Inspection Rights (*BlogPost*)
- 20 March 2020, Demand for Books and Records Under Section 220 to Aid in Proxy Contest is not a Proper Purpose, Chancery Court Finds (*BlogPost*)
- 8 October 2019, Court Of Chancery Applies Political Question Doctrine In Deferring To U.S. President's Recognition Of Venezuelan President And Holds That Extra-Territorial Effects Do Not Preclude Application Of The Act Of State Doctrine (*BlogPost*)
- 16 July 2019, Indemnification Provided For Success On The Merits, Even If On A Technicality (*BlogPost*)
- 11 December 2018, Chancery Court Holds that Party Seeking Indemnification under Contract Procedure Loses Ability to Claim Excused Performance due to Material Breach (*BlogPost*)
- 14 November 2018, Breaking-up Is Hard To Do: CSH Theatres, LLC v. Nederlander of San Francisco Associates (*BlogPost*)
- 16 July 2018, Chancery Court Awards Damages for Breach of Fiduciary Duty Stemming from Director's Refusal to Sign Self-Help Documents (*BlogPost*)
- 15 May 2018, Controlling Stockholder Cannot Advance Its Own Self-Interest At Expense Of Minority Stockholders (*BlogPost*)
- 12 December 2016, Chancery Court Finds Clear Disclaimer of Reliance on Extra-contractual Statements in Dismissing Buyer's Fraud Claim; Allows Certain Breach of Contract Claims to Proceed (*BlogPost*)

## OTHER PUBLICATIONS

- Lexis/Nexis, Securities Practice Guide
- "Securities Regulation," Chapter XIII, *Washington Lawyers' Practice Manual*

## NEWS & EVENTS

- 23 April 2020, K&L Gates, Lawyers Recognized in 2020 Chambers USA Guide (*Rankings & Recognitions*)
- 20 December 2019, K&L Gates Advises Beatty Marketing & Sales on Acquisition by Aspen Surgical Products (*Press Release*)
- 26 April 2019, Chambers USA 2019 Guide Ranks K&L Gates, Lawyers Among Leaders (*Press Release*)
- 23 June 2016, K&L Gates, Lawyers Recognized as Leaders in Chambers USA 2016 Guide (*Press Release*)
- 16 June 2016, K&L Gates Continues Growth of Corporate/M&A Practice with Seattle Partner Addition (*Press Release*)

## AREAS OF FOCUS

- Mergers and Acquisitions
- Capital Markets
- Corporate Governance
- Emerging Growth and Venture Capital
- International Trade: CFIUS, Sanctions, and Export Controls
- Private Equity Transactions
- Public Companies
- Renewables

## REPRESENTATIVE EXPERIENCE

- Served as US counsel to InstarAGF Asset Management Inc., based in Toronto, Canada, in its acquisition of PRT Growing Services Ltd., a leading reforestation logistics provider with operations in the US and Canada.
- Represented Dendreon Corporation in an underwritten follow-on public offering of common stock and a registered direct offering of common stock.
- Represented Cray Inc. in its underwritten follow on public offering of common stock.
- Represented Adams Harkness and Stephens Inc., as underwriters, in the public offering of common stock of Itron, Inc.
- Represented Citel Technologies, as U.S. counsel, in connection with its listing and placement of ordinary shares on London's AIM stock exchange.
- Represented Tully's Coffee Corporation, a Seattle-based specialty coffee retailer and wholesaler, in the sale of its wholesale business and supply chain to Green Mountain Coffee Roasters, Inc.

- Represented Brookfield Asset Management, Inc. in its \$2.65 billion sale of Longview Timberlands to Weyerhaeuser Company.
- Represented Brookfield Asset Management, Inc., a Toronto-based global asset manager, in its \$480 million leveraged dividend recapitalization and subsequent \$1.0 billion sale of Longview Fibre Paper and Packaging Inc., a manufacturer of specialty paper and
- Represented Mercent Corporation, a retail technology company, in its sale to CommerceHub, a leading ecommerce technology provider and subsidiary of Liberty Interactive Corporation.
- Represented Strong-Bridge Consulting, a management consulting firm, in its sale to Bow Rivers Capital Partners, a Denver-based private equity firm.
- Represented Generali Global Assistance, the U.S. division of Europ Assistance Group, in its acquisition of CareLinx, a digital health startup that offers online matching services for families and caregivers.
- Represented Southeast Alaska Regional Health Consortium in its acquisition of Wrangell Medical Center.
- Represented Lund Engineering, an engineering firm that designs and builds electro-mechanical equipment used in the manufacture of composite aerospace structures and components, in its sale to the Fives Group, an international industrial engineering company based in France.
- Represented D.A. Davidson, as underwriters, in the initial public offering and subsequent follow-on offerings of Sterling Construction Company.
- Represented D.A. Davidson, as managing underwriter, in the initial public offering of WSB Financial Group, Inc., the holding company of WestSound Bank.
- Represented D.A. Davidson, as managing underwriter, in the public offering of Limbach Holdings, Inc.
- Represented Westland Distillery, Washington's leading craft whiskey distillery, in its sale to Rémy Cointreau, a French spirits group.