



## contact

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I contribute my intelligence and professionalism to every client matter to enable clients to achieve their objectives.

Guy Lander is a corporate and securities lawyer practicing in the areas of corporate finance, mergers and acquisitions and financial services regulation. He represents numerous U.S. and international companies and financial institutions in a broad range of transactions. Every year, Guy handles scores of matters related to capital markets, including U.S. and international public and private offerings of debt and equity, SPACs, IPOs, Rule 144A placements, Regulation S cross-border offerings, MJDS offerings, listing companies on U.S. exchanges and related corporate governance, as well as tender and exchange offers, mergers, acquisitions, private equity acquisitions, and de-SPAC transactions.

He also devotes a significant part of his practice to regulatory matters for U.S. and international securities brokerage firms, investment advisers, and funds, helping them navigate their formation, structuring, registration, compliance, business activities, and significant transactions.

Guy has extensive experience advising many individuals and organizations based in the U.S. and abroad, including in cross-border work with Canada and numerous other countries.

Guy is the prolific author of four books on securities law:

- The highly regarded treatise, U.S. Securities Law for International Financial Transactions and Capital Markets, 3 Vols., West Group;
- What is Sarbanes-Oxley, McGraw Hill;

- U.S. Securities Regulation: All You Need to Know About Going Public, Listing, Reporting and Private Placements, Institutional Investor-Euromoney Books;
- Resales of Restricted Securities Under SEC Rules 144 and 144A, BNA Corporate Practice Series; and
- numerous articles for legal and securities industry journals.

Guy has played a significant role in changing and influencing the U.S. securities laws. He represented InfrarRed Associates, which obtained a no-action letter that led to the creation of Regulation S (for cross-border offerings). He was a member of the ABA task forces that worked on the development of Regulation S, Rule 144A (enabling underwritten private placements) and drafted Rule 15a-6 (regulating non-U.S. broker dealers). He also obtained an amendment to Rule 13d-1 (enabling non-U.S. financial institutions to file Schedule 13G) and an SEC interpretation clarifying the resale rules of Regulation S among others.

Guy served as the:

- Chairman of the Subcommittee on Disclosure and Continuous Reporting of the Committee on Federal Regulation of Securities of the American Bar Association (ABA)
- Chairman of the Section on Business Law of the New York State Bar Association (NYSBA)
- Chairman of the Committee on Securities Regulation of the NYSBA

He is also a member of the Editorial Advisory Board of the NY Business Law Journal of the Business Law Section of the NYSBA.

When he was still in law school, Guy and a partner started The Legal Research Group, Inc., which they ran for a few years, providing legal research to lawyers and law firms across the country.

## Experience

### Securities

- **Seabridge Gold:** \$100 million financing consisting of \$80 million public offering and a simultaneous \$20 million private placement.
- **National Bank of Canada:** CDN \$3 billion commercial paper program.
- **Crescent Point:** Offering of CDN \$750 million of common shares.
- **Greenfire Resources:** \$312 offering of senior secured notes.
- **CENAQ Energy Corp.:** \$150 million initial public offering of SPAC common shares on NASDAQ.
- **Sunshine Oil Sands Ltd.:** Offering of \$200 million high-yield senior secured notes.
- **Shelter Bay Energy Inc.:** Offering of CDN \$615 million of trust units.
- **Athabasca Oil Sands Group:** Offering of CDN \$550 million principal amount Senior Secured Second Lien Notes.
- **Petrobank Energy Resources Ltd.:** Offering of CDN \$400 million of convertible notes.
- **Seabridge Gold:** and its wholly-owned subsidiary, KSM Mining ULC, in the sale of \$150 million of secured notes.

### Mergers & Acquisitions

- **Veren Inc.:** Represented Veren Inc. in its merger with Whitecap Resources, a C\$15 billion transaction.
- **McIntyre Partners:** Represented McIntyre Partners and other investors in the sale of 29,988,854 common shares of Greenfire Resources Ltd. for cash consideration of USD\$8.05 per share, for an aggregate purchase price of about USD\$241 million.
- **Greenfire Resources: Merged with M3-Brigade Acquisition** (a SPAC) for NYSE listing valuing Greenfire at US\$950 million, and simultaneously closed four other financial transactions: a US\$300 million senior secured note refinancing; a tender offer retiring US\$217 million existing senior secured notes; a CAD\$50 million credit facility and a US\$42 million PIPE financing.

- **Progress Energy Resources Corp.:** Sold itself to Petronas for about CDN \$5.5 billion.
- **Crescent Point Energy Corp.:** Acquired Hammerhead Energy Inc. for about CDN \$2.55 billion, including approximately CDN \$455 million in assumed net debt.
- **PetroBank Energy and Resources Ltd.:** Acquired TriStar Oil & Gas Ltd. for about CDN \$2.24 billion and spin-off of assets into PetroBakken Energy Ltd.
- **First Calgary Petroleum Ltd.:** Sold itself to ENI SpA for CDN \$923 million.
- **Crescent Point Energy Corp.:** Acquired CDN \$900 million of assets from Royal Dutch Shell and a shelf registration for CDN \$350 million of securities.
- **Whitecap Resources Inc.:** In its all-stock merger with TORC Oil & Gas Ltd., valued at about CDN \$900 million.
- **Tamarack Valley Energy Ltd.:** Underwritten offering of common shares for approximately \$125.0 million.
- **McIntyre Partners:** Raised \$100 million via an offering in notes for equity in Aurora, enabling McIntyre and Velocity Partners, both private equity firms, to acquire Moreld, an energy services company on the Norwegian continental shelf from HitecVision.
- **Playtex Products Inc.:** Acquired Tiki Hut Holding Co., Inc., the owner of Hawaiian Tropic sun care products for \$83 million.

## Illustrative Matters Before Joining Carter Ledyard

- **Clarica Life Insurance Company:** Merged with Sun Life Financial Services of Canada Inc., transaction valued at \$7.1 billion.
- **The Molson family:** In Molson's merger with Adolph Coors Co.
- **Canada Housing Trust No. 1:** This special purpose securitization trust conducted an offering of \$3.8 billion of 5.10% Series 3 Canada mortgage bonds.
- **C-Mac Industries, Inc.:** This Canadian engineering company conducted an initial public offering of \$694 million of common shares in the U.S. and Canada under MJDS.
- **SFK Pulp Fund:** Conducted an initial public offering of \$444 million of trust units and \$125 million credit facility.
- **7 World Trade Center, Inc.:** This Silverstein Development Corporation Property conducted a \$250 million offering under Rule 144A of Collateralized Remarked Floating Rate Notes (among the first of its kind).
- **Murray Feiss Import Corp.:** This manufacturer and distributor of lighting sold itself to Quad C, a leverage buyout firm for approximately \$115 million.

## Financial Services

- Each year, Mr. Lander represents many clients forming broker-dealers, investment advisers and hedge funds. He also advises broker-dealers, investment advisers and hedge funds in their ongoing regulatory and compliance matters as well as their significant transactions.

## Presentations

- Mr. Lander participates in continuing legal education programs and is a frequent chairman and speaker at programs sponsored by the NYSBA, the New York City Bar, the State of New York Office of Attorney General and the New York State Legislature, AICPA and Association of Corporate Counsel, including those on corporate and securities law, public offerings, private placements, the international aspects of U.S. securities law, corporate governance, and financial services regulation.

## Practices

Corporate  
Canada Cross-Border  
Cross-Border  
Capital Markets and Leveraged Finance Practice

## Mergers and Acquisitions

### Admissions

#### Bar Admissions

New Jersey

New York

#### Court Admissions

U.S. Supreme Court

U.S. Tax Court

### Affiliations

Member, New York State Bar Association

Editorial Advisory Board, NY Business Law Journal

Chairman, Securities Regulation Committee (1997-2000)

Chairman, Business Law Section (2002-2003)

Member, American Bar Association

Committee on Federal Regulation of Securities, Task Forces on Regulation S, Rule 144A and Rule 15a-6

Chairman, Subcommittee on Disclosure and Continuous Reporting (2009-2012)

Member, Canadian Bar Association – Ontario and Calgary

### Education

St. John's University School of Law (JD, 1978)

New York University (BA, 1974)

### Awards/Honors

*Super Lawyers*®, 2010, 2013-2024

AV® Preeminent™ rated by Martindale-Hubbell®