

# Wagner R. Dias da Silva

Shareholder

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## Overview

Wagner Dias da Silva is a corporate lawyer with a broad-based corporate and securities practice. He represents public and private companies, registered investment advisers, exempt reporting advisers, municipal advisors, municipal securities dealers, family offices, broker-dealers, open- and closed-end funds, insurance company separate accounts, fund sponsors and managers, fund independent directors and trustees, private foundations, public charities, university endowments, and other institutional investors on a full range of Securities Act of 1933, Securities and Exchange Act of 1934, Investment Company Act of 1940, and Investment Advisers Act of 1940 issues.

While a significant portion of his practice is devoted to counseling investment companies, investment advisers, and broker-dealers, including bank-affiliated broker-dealers, on all aspects of securities-related regulatory and compliance matters, Wagner also counsels clients in connection with public and private or exempt offerings of equity and debt securities; secured and unsecured debt financings and refinancings; private equity and venture capital investments; mergers and acquisitions; tender offers; recapitalizations; going-private transactions; formation of, and investment in, private investment funds; and securities and other regulatory matters.

Wagner also assists publicly held clients with public reporting and disclosure, regulatory compliance (including Sarbanes-Oxley, Dodd-Frank and securities exchange compliance), director and officer fiduciary duties, and corporate governance and policies, and has extensive experience providing assistance to issuers and clients in the financial services industry in connection with investigations and proceedings by the Securities and Exchange Commission (SEC), the Financial Industry Regulatory Authority, Inc. (FINRA) and state securities authorities.

Wagner's achievements have earned him inclusion in *The Best Lawyers in America* (mergers and acquisitions law; securities/capital markets law) and *Oklahoma Super Lawyers'* list of "Oklahoma Rising Stars," which recognizes the state's top up-and-coming attorneys.

## Admissions

Oklahoma, 2007

U.S. District Court for the Western District of Oklahoma

## Education

J.D., with honors, University of Oklahoma, 2007; Editorial Board, *Oklahoma Law Review*; Recipient, Rayburn L. Foster Scholarship

B.B.A. Finance, with distinction, University of Oklahoma, 2004

## Professional Organizations and Memberships

Oklahoma Bar Association

## Civic Involvement and Leadership

Leadership Oklahoma City LOYAL Program (Class IV)

Oklahoma City Arts Festival (Volunteer)

Prior to entering the University of Oklahoma, Wagner attended law school at Universidade Presbiteriana Mackenzie, Faculdade de Direito, in his hometown of Sao Paulo, Brazil. His career experience includes working as a certified translator and interpreter (Portuguese/English) and as an English instructor to Brazilian business executives.

He is fluent in Portuguese and proficient in Spanish.

## Representative Experience

- Represented a publicly traded insurance holding company in connection with the public issuance and sale of \$550 million aggregate principal amount of the company's 4.550% Senior Notes.
- Represented a publicly traded financial services holding company specializing in life and supplemental health insurance in connection with the public issuance and sale of \$300 million aggregate principal amount of the company's 6.125% Junior Subordinated Debentures.
- Represented a publicly traded bank holding company in its acquisition by merger of an Oklahoma bank holding company with branch banks in Oklahoma and Colorado in a cash and stock transaction valued at approximately \$40 million.
- Represented Lemonis Fischer Acquisition Company, LLC in the acquisition of substantially all of the assets of Crumbs Bake Shop, Inc., a publicly traded company and the largest cupcake specialty store chain in the United States, pursuant to Section 363 of the Bankruptcy Code. The purchase price included a credit bid of Crumbs' outstanding prepetition debt, in addition to debtor-in-possession financing provided during the bankruptcy.
- Represented an Oklahoma-based oil and natural gas production and exploitation company in the issuance of \$400 million of its 8.25% Senior Notes in a Rule 144A debt offering, and the subsequent exchange offer of the 144A notes for registered notes.
- Represented an Oklahoma-based oil and natural gas production and exploitation company in a tender offer for \$325 million of its 8.5% outstanding Senior Notes and redemption of all notes not tendered in the tender offer.
- Represented an Oklahoma-based oil and natural gas production and exploitation company in the issuance of \$400 million of its 7.625% Senior Notes in a Rule 144A debt offering, and the subsequent exchange offer of the 144A notes for registered notes.
- Represented an Oklahoma-based oil and natural gas production and exploitation company in the issuance of \$150 million of its 7.625% Senior Notes in a Rule 144A debt offering.
- Represented an Oklahoma-based oil and natural gas production and exploitation company in a \$345 million private placement of its common stock to a private equity fund.
- Represented a Tulsa-based oil and natural gas exploration company in the private offering of \$275 million of common stock and \$275 million of notes and warrants to a private investor group. The transaction resulted in a change of control of the company.
- Represented a publicly held Tulsa-based oil and natural gas exploration company in the establishment of an at-the-market offering program for up to \$25 million of the company's common stock.
- Represented a public educational software company based in Oklahoma City in a going-private transaction.
- Represented a publicly held Tulsa-based oil and natural gas exploration company in its acquisition of a privately held Texas entity in a merger valued at \$286 million.
- Represented various issuers in ongoing public reporting and corporate governance matters.

- Represented issuers in preparation of private placement memoranda and private placements of debt and equity securities for banking institutions, technology companies, venture capital funds, hedge funds, real property developers, healthcare companies and hospitals, and oil and gas companies.
- Represented investment advisers in connection with SEC and state investment adviser registration and exempt adviser reporting on Form ADV.
- Represented sponsors of exchange traded funds and mutual funds in connection with SEC registration and regulatory compliance under the Investment Company Act of 1940 and Securities Act of 1933, including exemptive order applications, 38a-1 compliance programs, Form N-1A registration statements, Form N-CSR shareholder reports, Form N-Q and Form N-PX filings, 17j-1 reports and board of directors best practices.
- Represented the shareholders of Diamond Game Enterprises, a California-based designer and manufacturer of gaming-related products for casino gaming and lottery industries, in the sale of all the company's stock to Amaya Gaming Group, a Canadian company that is publicly traded on the Toronto Stock Exchange, for \$25 million, subject to pre- and post-closing purchase price adjustments.
- Represented Dippin' Dots, LLC in its acquisition of all of the assets of Doc Popcorn Franchising, Inc., a gourmet popcorn franchising company with retail locations throughout the United States, Japan, Mexico and Puerto Rico.

## Honors and Awards

- Selected by peers for inclusion in *The Best Lawyers in America* (mergers and acquisitions law; securities/capital markets law)
- Listed in *Oklahoma Super Lawyers'* list of "Oklahoma Rising Stars," which recognizes the state's up-and-coming attorneys
- Rated AV Preeminent by Martindale-Hubbell Peer Review Ratings