

C. Spencer Johnson III (Spencer)

Partner
Corporate, Finance and Investments

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Spencer Johnson specializes in public and private capital raising transactions and the related investment of capital. As a partner in our Capital Markets practice with a focus on financial institutions, Spencer counsels private equity funds and their sponsors, investment banks, and corporate clients in these transactions.

With deep experience in complex capital formation, Spencer works with clients to implement transaction structures that meet strategic business objectives. These objectives often mandate implementing capital structures that are tailored to client-specific needs while also providing flexibility for the widest array of potential investors globally. Spencer routinely works with clients on funds formation, sponsor formation, and strategic alliances/joint ventures. He also counsels clients in public capital markets transactions, including initial public offerings, "at-the-market" offerings and follow-on offerings.

After capital formation, Spencer works with his clients to put their capital to work. Spencer advises clients in mergers and acquisitions, asset transactions, secondary transactions and other acquisitions-focused transactions. His practice includes acquisitions transactions for public and private companies with both domestic and cross-border elements. Spencer has been recognized as a Leading Practitioner in *Chambers USA* for REITs and in *Legal 500 U.S.* in the M&A/Corporate and Commercial—M&A Middle Market category.

Spencer also routinely advises clients on compliance and regulatory issues relating to corporate governance, Advisers Act status, Investment Company Act matters, broker-dealer matters and securities regulation.

Spencer's practice has a particular emphasis in the real estate, infrastructure (including payments-related infrastructure) and energy industries. He leads the firm's real estate investment trust and financial technology industry teams. The firm's REIT practice is industry-ranked by *Chambers*.

Spencer is a member of the National Association of Real Estate Investment Trusts as well as a designated firm representative for the Pension Real Estate Association.

Matters

Represented **Clarion Partners** in the formation of a closed-end fund focused on student housing investments with total commitments in excess of \$400 million.

Represented **Prologis** in the formation of a joint venture focused on the acquisition of industrial real estate in Brazil.

Represented **Total System Services** in its acquisition and related financing of Netspend, a company focused on the reloadable prepaid card market for underbanked consumers in a transaction valued at \$1.4 billion.

Represented **Haddington Energy Partners** in the formation of a private equity fund focused on mid-stream energy assets with aggregate commitments in excess of \$350 million.

Advised **Morgan Stanley and Raymond James** in an underwritten public offering by Rayonier in connection with an acquisition transaction involving gross transaction value of more than \$300 million.

Credentials

EDUCATION

J.D., Emory University, high honors

B.S., University of Central Florida

ADMISSIONS

Georgia

CLERKSHIPS

Intern, Frank Mays Hull, U.S. Court of Appeals for the Eleventh Circuit

ASSOCIATIONS

State Bar of Georgia

Board of Advisors, Chick-Fil-A Peach Bowl hosting the 2017 College Football Playoff National Championship

Recognition

Leading Practitioner: M&A/Corporate and Commercial—M&A Middle Market
LEGAL 500 U.S.

Recognized Practitioner for REITs
CHAMBERS USA 2017

Insights

NEWSLETTER

October 31, 2019

REIT Advisor - October 2019

April 30, 2019

REIT Advisor – April 2019

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Events

SPEAKING ENGAGEMENT

March 13, 2019

Justin King, Spencer Johnson, Marcus Young to Speak on Electronic Transactions Association's Spotlight Call: FinTech M&A

News

CASES & DEALS

July 18, 2019

Cortland to Acquire Pure Multi-Family REIT in a Going Private Transaction

IN THE NEWS

October 18, 2019 • Source: *National Real Estate Investor*

Spencer Johnson explains why REITs may focus on tactical mergers and co-investment deals in the coming months

July 19, 2019 • Source: *Law360, Atlanta Business Chronicle, Multi-Housing News and Globe St.*
John Wilson, Spencer Johnson, Tony Rothermel, Conrad Axelrod, John Anderson, Angela Kang, Trey O'Callaghan and Connor Ciepluch advise Cortland Partners

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