# Lacee J. Wentworth


Partner

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As a partner in Ice Miller's Business Group, Lacee focuses her practice on complex business transactions, mergers and acquisitions, securities compliance, corporate governance, and an array of financing transactions, including private placements. She also serves as outside general counsel to clients who do not have in-house counsel, by helping them navigate significant legal issues that can affect their business.

Lacee provides guidance to entrepreneurs, start-ups, high-net-worth families, family offices and established businesses from a wide variety of industries including, but not limited to, manufacturing, distribution, agribusiness, sports and entertainment, healthcare, and blockchain.

While in law school, Lacee served as notewriter and associate editor of the *Valparaiso University Law Review*. She graduated *magna cum laude* from law school, and earned honors for the highest grades in several courses, such as legal writing and reasoning, federal income tax and legal research.

## Education

- Arizona State University (B.A., 2010)
- Valparaiso University School of Law (J.D., *magna cum laude*, 2015)

## Admissions

- Arizona
- Illinois
- Wisconsin

## Awards & Honors

- Leading Lawyers℠ Emerging Lawyer℠, Securities & Venture Finance Law and Closely & Privately Held Business Law, 2018-present

## Services & Industries

- Advanced Planning & Family Office Practice
- Business
- Emerging Companies Services
- Finance
- Mergers & Acquisitions
- Outside General Counsel
- Private Equity
- Transactions
- Venture Capital

# Key Matters

### Sports & Entertainment

- Represented an ultra-high net worth family office in its acquisition of minority ownership of a Major League Baseball team. Drafted the investor group operating agreement, contribution agreement, and other ancillary agreements in compliance with Major League Baseball rules and regulations.
- Represented a well-known restaurant group in various financing transactions, including various private placement offerings to raise capital for new locations and restaurant group concepts.
- Represented a *New York Times* bestselling author in connection with the acquisition of film rights by a major motion picture studio.
- Represented a sporting event marketing company in its sale of equity to a private equity investment firm.
- Represented the lead investor in its new casino facility investment. Drafted the Membership Interest Purchase Agreement, amendments to holding company Operating Agreement, and assisted with investment due diligence.
- Represented a leader in gaming content and interactive technology in various corporate and securities matters, including software licensing and distribution deals, for regulated online casino markets.

### Consumer Goods

- Represented a leading designer and provider of home decor and furnishings in the sale to a private equity firm, which included senior financing and subordinated debt financing.
- Represented a global leader in the apparel and footwear market in the stock sale transaction to an international packing solution portfolio company of a foreign private equity firm.
- Represented a window and door manufacturer with U.S. and international operations in a recapitalization transaction, including securing senior debt facility to finance the redemption transaction.
- Represented a leader in manufacturing, automation, and engineering in the add-on acquisitions to expand manufacturing capabilities.

### Health Care

- Represented a leader in vision correction, cataract surgery, and LASIK surgery in a pre-closing reorganization transaction and sale of the practice to a management service organization providing services to ophthalmology practices across multiple specialties and backed by a private equity firm.
- Represented a private equity family office in multiple add-on acquisitions of franchised physical therapy clinics in Illinois.
- Represented a health care protective equipment company in its distribution of K-95 masks during the COVID-19 pandemic to end user customers in Mexico.
- Represented a national diagnostics laboratory in its provision of FDA approved COVID-19 testing services during the COVID-19 pandemic.
- Represented the buyer in the acquisition of a diagnostic laboratory and assisted the buyer in the related private placement offering of preferred units to fund the transaction. Drafted Membership Interest Purchase Agreement, promissory notes, Private Placement Memorandum, subscription documents, including Subscription Agreement and Investor Questionnaire, and Operating Agreement for the acquirer. Also filed federal and state Regulation D filings.
- Represented a healthcare company in a recapitalization transaction that included the redemption of previous preferred investors and obtainment of debt financing.
- Represented a pre-clinical-stage company involved in the discovery of treatments for cancer in its private convertible promissory note offering and Series A financing.

### Securities

- Represented a billionaire family office in its compliance with federal securities laws, such as Section 13 and 16 of the Securities Exchange Act of 1934 by preparing and filing quarterly Form 13Fs, annual Form 13Hs, and periodic Schedule 13G, 13Ds, and Forms 3, 4, and 5 with the SEC.
- Acted as United States counsel to two Chinese companies in connection with their initial public offering on the Shanghai Stock Exchange. Drafted necessary legal opinions and supplemental legal opinions regarding the Chinese company and the public offering. Also drafted the required amendments to operating agreements and made state filings for United States affiliates.
- Represented two separate cryptocurrency companies in their private placement offerings and their efforts to lawfully offer new cryptocurrencies.
- Represented a private equity hedge fund in its initial structuring and offerings. Drafted applicable offering documents and operating agreements for 3(c)(1) and 3(c)(7) funds.

# Success Stories

**Ice Miller Represents Nexgen Packaging in Acquisition by Trimco Group, a Portfolio Company of Brookfield**
Ice Miller represented client Nexgen Packaging in a stock sale to Trimco Group, a portfolio company of Brookfield Private Equity and a leading global supplier of brand identity products for international fashion and sports brands. Nexgen Packaging is a global provider of packaging solutions and recognized brand identification products to a myriad of apparel and footwear manufacturers and retail partners across the globe. Nexgen partners with leading brands and retailers to deliver customized eco-friendly solutions that enhance supply chain efficiency and elevate brand identity through unique offerings such as RFID and plastic-free products. Nexgen has global sales and manufacturing operations, with headquarters in Hong Kong, Chicago, and Madrid.

The acquisition will allow both companies to merge their sales and production networks and continue to expand their international reach in 27 countries covering Asia, North and Central America, Europe, and Africa.

The Ice Miller deal team was led by partners Lacee Wentworth and Steven Thayer, who have a long-standing relationship with Nexgen, including aiding the company during its formation. Thayer and Wentworth have been key players in addressing Nexgen's day-to-day general corporate and outside general counsel needs over the years and have aided with some of the company's other acquisitions along the way.

Nicola Deans and Patricia Gladstone assisted heavily with the transaction, with support from several other lawyers from the firm's Business, Intellectual Property, Tax, Private Equity, and Workplace Solutions practice groups.

Thayer and Wentworth work with entrepreneurs, start-ups, high-net-worth families, family offices and established businesses on a variety of complex business transactions, including mergers and acquisitions, securities compliance, corporate governance, and other financing transactions. They are also heavily involved in the formation, financing, and operation of business enterprises in a variety of industries, both domestically and internationally.