



Jason Gudofsky

Partner

Toronto

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t. +1 416-601-8280

Bar Admission

Ontario 1998

Law School

Osgoode Hall Law School

Practices

Competition/Antitrust & Foreign
Investment
Competition Litigation

US and International Markets

United States

Clients look to Jason to provide legal advice, devise strategies and offer creative solutions to achieve their business goals, whether it involves complex business transactions or governmental investigations, and he does so efficiently and responsively, always putting clients' needs first.

Jason is a partner in our Toronto office and Head of the Competition/Antitrust & Foreign Investment Group. According to clients, Jason is "*very pragmatic and very business-minded*" (Chambers Canada), "*incredibly knowledgeable and efficient*" (Chambers Canada), and he is a "*Great lawyer*" who has been cited by his peers as "*an efficient and strategic thinker who shows dogged determination in advancing client interests*," (Who's Who Legal). Jason was identified as one of North America's "Thought Leaders" by (Who's Who Legal), which stated that Jason "*is the top Canadian practitioner in this year's research*," is regarded as a "*fantastic lawyer*" who "*stands out from other local counsel*," and was praised for "*his superb responsiveness*," (Who's Who Legal).

Jason provides clients with competition law advice in the context of their mergers, strategic alliances, joint ventures and other commercial transactions. Additionally, he provides advice in respect of unilateral conduct and cartel investigations and compliance matters. He is regularly called upon to provide risk assessments, to advise management and Boards on their proposed arrangements and to navigate clients through investigations conducted by the Canadian Competition Bureau. Jason also has been involved in the negotiation of complex remedies and orders with the Competition Bureau and before the Competition Tribunal. His expertise covers a wide range of sectors, allowing him comprehensive knowledge of the industries in which clients operate.

With extensive experience in advising both foreign purchasers, including regularly advising on investments involving state-owned enterprises (SOEs), as well as Canadian vendors under the *Investment Canada Act* (ICA), Jason also represents clients before the Investment Review Division of Innovation, Science and Economic Development and the Cultural Sector Investment

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Review branch of Canadian Heritage. He has negotiated undertakings in a wide range of industries to secure "net benefit to Canada" determinations, the standard necessary for reviewable investments to be completed under the ICA, including on a transaction that led the Government of Canada to restate its policy on investments by SOEs. Jason is one of the few Canadian lawyers to advise a client through the full national security review process under the ICA.

Prior to joining McCarthy Tétrault, Jason practiced with another Canadian law firm and in the Brussels office of a leading international law firm.

Jason has advised on numerous high-profile, strategic global and domestic transactions, including:

- Glencore plc on its acquisition of a 77% interest in Teck Resources Limited's steelmaking coal business, Elk Valley Resources, for US\$6.93 billion
- Aon plc on its US\$13.4 billion acquisition of NFP
- Daseke, Inc. in its US\$1.1 billion acquisition by TFI International Inc.
- Splunk on its acquisition by Cisco for an enterprise value of US\$28 billion
- The J. M. Smucker Co. on its acquisition of Hostess Brands, Inc. at an enterprise value of US\$5.6 billion
- Xylem Inc. on its US\$7.5 billion acquisition of Evoqua Water Technologies
- West Fraser Timber Co. Ltd. on its C\$140 million acquisition of Spray Lake Sawmills
- Micro Focus International Plc on its US\$5.8 billion acquisition by OpenText Corporation
- Ritchie Bros. Auctioneers on its proposed acquisition of IAA, Inc.
- Cummins Inc. on its US\$3.7 billion acquisition of Meritor, Inc.
- Cerner Corporation on its US\$28.3 billion acquisition by Oracle
- Broadcom Inc. on its approximately US\$61 billion acquisition of VMware, Inc.

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- Crane Co. on the sale of its Crane Supply business to Groupe Deschênes for an undisclosed amount
- Discovery, Inc. on its approximately \$43 billion acquisition of WarnerMedia from AT&T Inc.
- Parkland Corporation on its acquisition of Pétroles Crevier Inc. for an undisclosed amount
- Parkland Corporation on its acquisition of more than 150 Husky gas stations from Cenovus Energy Inc. for an undisclosed amount
- Hitachi Rail on its proposed acquisition of Thales' Ground Transportation System business for an enterprise value of €1,660 million
- Score Media and Gaming on its US\$2 billion acquisition by Penn National Gaming
- Aon plc, a UK-based global professional services firm, as Canadian counsel on its now terminated US\$30 billion proposed acquisition of Willis Towers Watson
- Armour Transportation Systems on its acquisition by Seaboard Transportation Group for an undisclosed amount
- Endeavour Mining Corporation on its C\$2.8 billion acquisition of Teranga Gold
- Shandong Gold Mining Co. on its now terminated proposed acquisition of TMAC Resources Inc.
- Special Committee of Clearwater Seafoods Incorporated in respect of a proposed acquisition of Clearwater Seafoods by a 50-50 joint venture between Premium Brands Holdings Corporation and a coalition of Mi'kmaq First Nations for a transaction valued at approximately C\$1 billion
- Endeavour Mining on its C\$1 billion acquisition of SEMAFO
- Cineworld Group plc on its C\$2.8 billion now terminated proposed acquisition of Cineplex Inc.
- Zijin Mining Group Co. in its C\$1.4 billion agreement to acquire Continental Gold Inc.

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- Evonik Industries AG on its US\$625 million acquisition of PeroxyChem
- Newcrest Mining in its US\$804 million acquisition of a 70% joint venture interest in the Red Chris copper and gold mine in British Columbia from Imperial Metals
- First Data on its US\$22 billion acquisition by Fiserv
- L3 Technologies in its US\$33.5 billion merger with Harris Corporation
- AbbVie Inc. in its US\$63 billion acquisition of Allergan plc
- 21st Century Fox Inc. on the US\$71.3 billion acquisition of Fox's film and television assets by Walt Disney Co.
- Shire plc on its US\$62 billion acquisition by Takeda Pharmaceutical Company Limited
- Federal-Mogul on its US\$5.4 billion acquisition by Tenneco Inc.
- Pinnacle Foods Inc. on its US\$10.9 billion acquisition by ConAgra Brands, Inc.
- Blackstone Group on its US\$20 billion acquisition of the Financial & Risk Business of Thomson Reuters
- The Carlyle Group and AkzoNobel on the US\$12.5 billion acquisition by The Carlyle Group and GIC of the Specialty Chemicals business of AkzoNobel
- WillScot Corporation on its US\$1.1 billion acquisition of Modular Space Holdings Inc.
- WestJet on its proposed US-Canada transborder joint venture with Delta Air Lines
- Marine Harvest on its C\$315 million acquisition of Northern Harvest
- CCCI International Holding Limited on its now terminated \$1.51 billion proposed acquisition of Aecon Group Inc.

While at his prior firm:

- Zodiac Aerospace on its US\$7.7 billion acquisition by Safran

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- Syngenta AG in Canada on its US\$43 billion indirect acquisition by an affiliate of ChemChina
- Bass Pro Group on its US\$5.5 billion acquisition of Cabela's
- GE on the merger of its Oil & Gas business with Baker Hughes to create a combined company with approximately \$23 billion in annual revenue
- Imperial Oil Limited on its divestment of 497 Esso retail gas stations for C\$2.8 billion
- Johnson Electric Holdings Limited on its C\$800 million acquisition of Stackpole International
- United Continental Holdings on its proposed transborder joint venture with Air Canada and the subsequent litigation and settlement before the Competition Tribunal
- Foster Wheeler AG on its US\$3.2 billion acquisition by AMEC
- Nexen Inc. on its C\$15.1 billion acquisition by CNOOC Limited
- Suncor Energy Inc. in connection with its C\$43.3 billion merger with Petro-Canada

Speaking Engagements and Thought Leadership

Jason has spoken at conferences organized by the Canadian Bar Association, the American Bar Association and the International Bar Association and has been an active member and contributor of policy work to these associations, including being the former chair of the Reviewable Matters/Unilateral Conduct Committee and former vice-chair of the International Competition & Trade Law Committee, National Competition Law Section of the Canadian Bar Association. He is also co-chair of the Global Competition Review's Annual Antitrust Law Leader's Forum held in Miami, Florida. Jason has published numerous articles in leading Canadian and international journals in the areas of competition law, international trade law and foreign investment review. His publications include:

- Co-author: Canada Chapter, The Legal 500: Cartels Comparative Guide, April 2019.

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- Co-author: Canada Chapter, Merger Remedies Guide, GCR Insight, (1st Ed. (2018) and 2nd Ed. (2019)).
- Co-author: Remedies' Strategy in Your Jurisdiction: Closing Problematic Transactions – Canada International Antitrust Committee: The Newsletter, ABA Section of International Law, Fall Newsletter 2015.
- Co-author: State-Owned Enterprises: Strategic Considerations for Merger Control and Foreign Investment in Canada.
- 2015 American Bar Association Antitrust Law Spring Meeting, April 2015

Jason was admitted to the Ontario Bar in 1998. He received his Postgraduate Diploma in EC Competition Law from the University of London, King's College in 2004. He also received his MES in 1997 from York University, his LL.B. from Osgoode Hall Law School in 1996 and his BA in 1992 from the University of Western Ontario.

Awards & Rankings

Chambers Global

Band 1: Competition / Antitrust - Canada

Chambers Canada

Band 1: Competition / Antitrust

The Legal 500 – Canada

Hall of Fame: Competition and Antitrust

The Canadian Legal Lexpert Directory

Leading Lawyer: Competition Law

The Lexpert/American Lawyer Guide to the Leading 500 Lawyers in Canada

Leading Lawyer: Competition Law

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Lexpert Guide to US/Canada Cross-Border Lawyers in Canada

A leading cross-border lawyer

Lexpert Special Edition: Litigation

Leading Lawyer

Who's Who Legal: Thought Leaders – Global Elite

Competition

Who's Who Legal

Thought Leader – Competition

Who's Who Legal: Foreign Investment Control

Leading Lawyer

The Best Lawyers in Canada

Competition / Antitrust

Euromoney – Expert Guides

Competition & Antitrust

Acritas Stars

"Stand-out lawyer"

Recent Experience

- **ElectraMeccanica Vehicles Corp is acquired by Xos, Inc.**

March 26, 2024

- **Scholastic announces definitive agreement to invest US\$186M in 9 Story Media Group**

March 12, 2024

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- **Sinomine Resource Group Co. Ltd enters into a purchase agreement for the sale of Tsumeb smelter for consideration of C\$65.6M**

March 7, 2024

- **SCF Partners Inc. acquires Pipeline and Industrial Materials business from Entegris**

March 1, 2024

Recent Insights

- **Investment Canada Act: Brace Yourselves, Amendments Are (Still) Coming**

February 7, 2024

- **Competition/Antitrust & Foreign Investment Outlook 2024**

January 25, 2024

- **Competition/Antitrust & Foreign Investment Outlook 2023**

January 5, 2023

- **More Speed and More Haste: Significant Amendments to Canada's Competition Act Come Into Force**

June 27, 2022

Events

- **From Policies to Practicalities: Canada's Foreign Investment and National Security Regimes in Today's Geopolitical Climate**

July 15, 2021

