



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

US Markets

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 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

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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:

- Aon plc, a UK-based global professional services firm, as Canadian counsel in its US\$30 billion proposed acquisition of Willis Towers Watson
- 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
- Cineworld Group plc on its C\$2.8 billion now terminated proposed acquisition of Cineplex Inc.
- AbbVie Inc. in its US\$63 billion acquisition of Allergan plc
- Zijin Mining Group Co. in its C\$1.4 billion agreement to acquire Continental Gold Inc.
- First Data on its US\$22 billion acquisition by Fiserv
- WestJet on its proposed US-Canada transborder joint venture with Delta Air Lines
- Pinnacle Foods Inc. on its US\$10.9 billion acquisition by ConAgra Brands, Inc.
- 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.
- 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.
- Blackstone Group on its US\$20 billion acquisition of the Financial & Risk Business of Thomson Reuters
- 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.

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- 21stCentury Fox Inc. on the US\$71.3 billion acquisition of Fox's film and television assets by Walt Disney Co.
- 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

- L3 Technologies in its US\$33.5 billion merger with Harris Corporation

While at his prior firm:

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

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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.
- 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 Canadian Legal Lexpert Directory

Leading Lawyer: Competition Law

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

Leading Lawyer: Competition Law

Lexpert Special Edition: Finance and M&A

Leading Lawyer

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

A leading cross-border lawyer

Lexpert Special Edition: Litigation

Leading Lawyer

The Legal 500 – Canada

Leading Individual: Competition and Antitrust

Who's Who Legal: Thought Leaders – Global Elite

Competition

Who's Who Legal

Thought Leader – Competition

The Best Lawyers in Canada

Competition / Antitrust

Euromoney – Expert Guides

Competition & Antitrust

Acritas Stars

"Stand-out lawyer"

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Recent Experience

- **Evolution Mining Limited to acquire Battle North Gold Corporation for C\$343M**
March 14, 2021
- **Endeavour Mining closes acquisition of Teranga Gold Corporation for C\$2.44B**
February 10, 2021
- **CDPQ becomes Alstom's largest shareholder following Alstom's acquisition of Bombardier Transportation**
January 29, 2021
- **AstraZeneca agrees to acquire Alexion Pharmaceuticals, Inc. for US\$39B**
December 12, 2020

Recent Insights

- **Revised Investment Canada Act Guidelines Broaden National Security Focus on Foreign Investments**
March 25, 2021
- **Cross-Border M&A: Top 10 Considerations for U.S. Acquirers of Canadian Targets**
September 14, 2020
- **Cross-Border M&A: Top 10 Considerations for U.S. Acquirers of Canadian Targets**
August 11, 2020
- **Top 5 Trends in Foreign Investment Review**
July 17, 2020

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Events

- **2021 Competition Law and Foreign Investment Trends To Watch**
February 16, 2021
- **U.S.-Canada Update: Key Cross-Border Issues in 2019**
April 30, 2019
- **Competition Act – Meet the Competition Enforcers**
May 29, 2018