



## Howard M. Drabinsky

Partner, Business Law and M&A  
Co-Chair, Entertainment, Gaming and Sports  
Toronto

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### education and year of call

- Called to the Ontario bar - 1982
- McGill University, BCL and LLB - 1980

### practice areas

acquisitions and divestitures  
gaming and lottery  
entertainment and media  
corporate finance  
private equity  
technology  
negotiated transactions  
corporate governance

### industries

media, communications and  
entertainment  
private equity - buyouts & venture  
capital investment  
applied technology  
transportation  
manufacturing, distribution and retail

### profile

Howard Drabinsky has been a partner at the firm since 1987 and is a recognized leader in the corporate community, serving as an officer and director of several public and private companies.

McMillan LLP has a broad gaming law practice, of which Howard is Co-Chair, covering all segments of gaming and casino operations and currently acts as counsel to gaming companies and gaming supply and support companies in a wide range of matters.

Howard's particular expertise is in mergers and acquisitions, corporate finance and regulatory matters. He works with publicly and privately owned clients in a wide range of industries, including information technology, entertainment, gaming, manufacturing, transportation, consumer products and financial services.

A particular strength of Howard's transactional practice is the ability to facilitate cross-border business combinations, asset purchases and sales and distribution arrangements. He is well versed in all aspects of public and private transactional financing and his comprehensive guidance from start to finish in a deal can include everything from entity structure and governance to regulatory approvals.

Other significant clients include public and private companies, owner-managed businesses doing business in domestic and international markets throughout the world. Services include guidance on raising capital through debt and equity financing, entity formation, corporate governance, and structuring of mergers, acquisitions, joint ventures and other transactions within and across national borders.

Howard is also highly regarded for his counsel to boards of directors and senior management on commercial matters,

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including corporate governance, regulatory compliance and shareholder relations, including controversial shareholder litigation. Because he frequently deals with owner-managed businesses, he is familiar with the particular challenges attached to relationships among business partners and family members. In all aspects of his counsel to senior executives, Howard takes a long-view perspective that extends beyond the immediate transaction or controversy, as he works to ensure that the results reflect the company's broad strategic objectives and business goals.

Because he counsels on the most sensitive financial and governance issues, Howard's tact and discretion are appreciated by all of his clients. He is attuned to the differing perspectives of multinational participants at the bargaining table. Howard's extensive service as a corporate officer and director gives him a unique perspective on the concerns and responsibilities of senior management, allowing him to work closely in partnership with them as a seasoned counselor, advisor and colleague.

## directorships and professional associations

- Carthew Bay Technologies Inc.
- Volunteer Director, *Integrative Management Challenges Course* -- University of Toronto, Joseph L. Rotman School of Management
- Canadian Bar Association
- International Masters of Gaming Law
- International Association of Gaming Law Attorneys

## representative matters

- Canadian counsel to Scientific Games (Nasdaq: SGMS) in its C\$775 million (or US\$631 million) acquisition of NYX Gaming Group (TSXV: NYX)
- Canadian counsel to Refresco Group N.V. (Euronext:RFRG) in its US\$1.25 billion acquisition of Cott Corporation (NYSE:COT; TSX:BCB)
- Led a team in advising SG Canada Acquisitions Inc., a wholly-owned subsidiary of Scientific Games Corporation (Nasdaq: SGMS), in acquiring all of the outstanding common shares of DEQ Systems Corp. (TSXV) for a cash payment of C\$0.38 per common share
- Canadian counsel to Experis, part of the ManpowerGroup (NYSE: MAN) family of companies, in connection with its acquisition of a majority ownership of Veritaaq Technology House Inc.
- Advising Scientific Games Corporation, an international gaming supply and support company providing gaming

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solutions to lottery and gaming organizations worldwide on a variety of issues including licensing, registration and other regulatory matters

- Advised Tabcorp Inc., an Australian based worldwide leading sports wagering, racing media and Keno operator, on a variety of issues including licensing, registration and other regulatory matters
- Counsel to Quebec Jockey Club in connection with a variety of business law matters.
- Acted for Mirvish Productions in the purchase of Toronto's Canon (now "Ed Mirvish") and Panasonic Theatres from Key Brand Entertainment
- Acted for Deluxe Vancouver Ltd., a division of the Deluxe Entertainment Services Group Inc., when it acquired Rainmaker Entertainment Inc., a division of Rainmaker Income Fund, along with Visual Effects UK Limited, Rainmaker's visual effects operation in London, England, for approximately C\$31 million
- Counsel to U.S. and Canadian film production corporations regarding such matters as production and transaction financing, licensing, distribution and related contractual arrangements
- Counsel to Mirvish Productions and other theatrical production corporations regarding such matters as production financing, licensing and related contractual arrangements
- Acted for Mylan Inc. (NASDAQ, TASE: MYL) when it completed its US\$6.8 billion acquisition of Merck KGaA's generics business to become one of the largest quality generics and specialty pharmaceuticals companies in the world
- Acted for VoiceGenie Technologies Inc., a Canadian developer of speech recognition software products, in its sale to Alcatel
- Advising foreign corporations with respect to expansion into Canada, providing assistance with commercial bank lending and other financing sources, regulatory approvals, and identification of marketing and distribution opportunities
- Advising on financial restructurings and contentious shareholder disputes involving public and private corporations. Counsels directors and officers on their fiduciary responsibilities and advises on related regulatory approvals and public communication concerns
- Advising insurance industry players in connection with acquisitions, divestitures, licensing, policy development, policy interpretation, the legal and business aspects of

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marketing insurance products, including distribution agreements and all aspects of marketing and regulatory compliance

## awards and rankings

- Recognized by *IFLR1000 Financial and Corporate Guide 2020* as a Notable Practitioner in Gaming, Entertainment, Sport
- Recognized by *Chambers Canada (2020)* as a leading lawyer in the area of Gaming & Licensing
- *2019 IFLR1000 Financial and Corporate Guide* - Notable Practitioner in Gaming, Entertainment, Sport
- *2019 Chambers Canada*: Recognized Practitioner of Gaming & Licensing
- *2018 Chambers & Partners – Canada*: Recognized Practitioner, *Nationwide - Canada, Gaming & Licensing*
- *2018 IFLR 1000 Financial and Corporate Guide* - Notable practitioner: Gaming Entertainment, Sport
- Received a "BV" Peer Rating from Martindale-Hubbell

## publications

**October 10, 2016**

Speaker's Corner: Fantasy sports perfectly legal  
Law Times