Jason L. Langford

Associate

Washington, D.C.

jason.langford@troutman.com

D 202.274.2889



Jason helps his clients access the U.S. capital markets while navigating the maze of securities regulations and corporate governance requirements. He provides watchful advice that allows clients to grow their business.

OVERVIEW

Jason focuses his practice on advising public companies. He helps domestic and foreign companies raise funds and grow their business by accessing U.S. capital markets. Jason's practice centers on helping domestic and foreign businesses with initial public offerings, cross-border listings, debt and equity raises, and growing businesses through strategic merger transactions. In addition, Jason assists companies with understanding disclosure requirements, routine securities reporting obligations, corporate governance, entity management, and general corporate and compliance matters. He also provides guidance to clients on applicability of and compliance with California's climate disclosure laws, including the Climate Corporate Data Accountability Act (SB 253) and the Climate-Related Financial Risk Act (SB 261).

REPRESENTATIVE MATTERS

- Advises issuers and underwriters in connection with initial public offerings (IPOs), Exchange Act registrations, shelf takedowns, registered direct offerings, private placements, at-the-market offerings (ATMs), and other continuous offering programs for domestic and international companies.
- Helps Canadian public companies on inbound U.S. exchange listings (cross-listings) and initial U.S. equity offerings.
- Acts as buyer's or seller's counsel on public company mergers and acquisitions.
- Drafts and reviews Exchange Act reports on Forms 10-K, 10-Q, 8-K, 40-F, 20-F, 6-K and Schedule 14A, among others, and advises companies on disclosure obligations from a deep knowledge of public company disclosure requirements.
- Advises on entity management and optimization, including formation and dissolution of entities, internal restructurings, and corporate record keeping.
- Assists companies with obtaining OTC quotation on the OTCQB and OTCQX.
- Guides clients on ESG matters, including the applicability of and compliance with California's climate disclosure laws (SB 253 and SB 261).

Representative Transactions

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- Counsel for Peoples Financial Services Corp. in the merger of FNCB Bancorp, Inc. with and into Peoples, and the merger of FNCB Bank with and into Peoples Security Bank and Trust Company, to create a $5.5 billion community bank with 44 full-service community banking offices in Pennsylvania, New York, and New Jersey.
- Counsel for Burke & Herbert Financial Services Corp. in the merger of Summit Financial Group, Inc. with and into Burke & Herbert and the merger of Summit Community Bank, Inc., with and into Burke & Herbert Bank & Trust Company to $8.3 billion financial holding company with over 75 branches across Delaware, Kentucky, Maryland, Virginia, and West Virginia.
- Counsel to Partners Bancorp in its definitive agreement and plan of merger with and into LINKBANCORP, Inc. to create a preeminent Mid-Atlantic community bank with nearly $3 billion in assets.
- Counsel to Harvest Health & Recreation Inc in the arrangement, pursuant to which Trulieve Cannabis Corp. acquired all of the issued and outstanding subordinate voting shares, multiple voting shares and super voting shares of Harvest, which, at time of closing, created the largest cannabis operator in the United States on a combined retail and cultivation footprint basis.
- Represented Burke & Herbert Financial Services Corp. Exchange Act in its registration and listing on Nasdaq Capital Market.
- Represented MindMedicine (MindMed) Inc., in its offering of units (CDN $20 million) and listing on Nasdaq Capital Market.
- Represented Cardiol Therapeutics Inc. in its U.S. at-the-market offering (US $50 million), and offerings of units (US $50 million and CDN $25 million, respectively).
- Represented National Bank Financial Inc., in its U.S. public offering for Gold Royalty Corp. (US $35 million).

TOP AREAS OF FOCUS

- Capital Markets
- Corporate
- Corporate Governance
- Mergers + Acquisitions

ALL AREAS OF FOCUS

- Capital Markets
- Corporate
- Corporate Governance
- Environmental, Social + Governance (ESG)
- Financial Services
- Financial Services Securities + Capital Markets
- Life Sciences Transactions
- Mergers + Acquisitions

PROFESSIONAL EXPERIENCE

- Associate general counsel, Corporate, Securities & Governance, Washington Gas Light Company
- Attorney (Contractor), Financial Industry Regulatory Authority (FINRA)
- Attorney-Advisor, United States Securities & Exchange Commission

EDUCATION AND CERTIFICATIONS

EDUCATION

- George Mason University Antonin Scalia Law School, J.D., 2015
- The George Washington University, M.A., 2007, political management, Political Management
- Missouri State University, B.S., *cum laude*, 2003, political science, Political Science

BAR ADMISSIONS

- Virginia
- District of Columbia

COURT ADMISSIONS

- Supreme Court of Virginia

SPEAKING ENGAGEMENTS

- Speaker, "Navigating California's Climate Disclosure Laws: What's Next in 2026 for SB 253 and SB 261," Troutman Pepper Locke Webinar, January 22, 2026.
- Speaker, "2025 Public Company Seminar," Troutman Pepper Locke Webinar, October 29, 2025.
- Speaker, Society for Corporate Governance Middle Atlantic Chapter 2025 Spring Conference, June 3, 2025.

PUBLICATIONS

- Co-author, "CARB Provides Insights on 2027 GHG Emissions Reporting Requirements Including Plan to Capture Insurance Companies," *Environmental Law and Policy Monitor*, July 27, 2026.
- Co-author, "Foreign Private Issuers: Have You Assessed Your Status Under U.S. Securities Law?" *Troutman Pepper Locke*, June 30, 2026.
- Co-author, "Time to Assess 'Foreign Private Issuer' Status – 2026," *Troutman Pepper Locke*, June 17, 2026.
- Co-author, "California Advances Climate Disclosure Regulations," *Troutman Pepper Locke*, March 9, 2026.
- Co-author, "Update: SEC Exempts Directors and Officers of Certain FPIs From Section 16 Reporting – SEC Grants Relief Within Days of Filing Deadline" *Troutman Pepper Locke*, March 6, 2026.
- Co-author, "US Insider Reporting Requirements Coming for Directors and Officers of Foreign Private Issuers," *Troutman Pepper Locke*, December 23, 2025.
- Co-author, "CARB Kicks Off Holiday Season with Release of Proposed Initial Rule Implementing California Climate Disclosure Laws," *Troutman Pepper Locke*, December 17, 2025.
- Co-author, "CARB Delays Rulemaking on California Climate Laws," *Environmental Law and Policy Monitor*, October 27, 2025.
- Co-author, "CARB Releases List of Entities Potentially Subject to Climate Disclosure Requirements," *Environmental Law and Policy Monitor*, September 26, 2025.
- Co-author, "Clarity on California's Climate Disclosure Rules Could Be on the Horizon," *Environmental Law and Policy Monitor*, August 13, 2025.
- Co-author, "CARB Releases FAQs Addressing Upcoming California Climate Disclosures," *Environmental Law and Policy Monitor*, July 17, 2025.
- Co-author, "Foreign Private Issuers: Have You Assessed Your Status Under US Securities Laws?," *Troutman Pepper Locke*, June 30, 2025.
- Co-author, "Time to Assess "Foreign Private Issuer" Status – 2025," *Troutman Pepper Locke*, June 23, 2025.

- Co-author, “CARB Workshop on Climate Disclosure Laws: More Questions Than Answers,” *Environmental Law and Policy Monitor*, June 3, 2025.
- Co-author, “Court Order Hobbles Challenge to California’s Climate Disclosure Laws,” *Environmental Law and Policy Monitor*, February 7, 2025.
- Co-author, “Disclosure of Insider Trading Policies to Begin in 2025,” *Troutman Pepper Locke*, January 28, 2025.
- Co-author, “CARB Solicits Public Input on Greenhouse Gas and Climate Risk Disclosure Laws,” *Troutman Pepper*, December 17, 2024.
- Co-author, “California Offers Enforcement Relief on GHG Disclosures,” *Troutman Pepper*, December 12, 2024.
- Co-author, “PCAOB Delays NOCLAR Proposal,” *Troutman Pepper*, November 22, 2024.
- Co-author, “Preparing for the FDIC’s Final Enforceable Guidelines on Corporate Governance and Risk Management: State Nonmember Banks with Assets Above — and Potentially Also Below — $10 Billion Take Note ,” *Troutman Pepper Financial Services*, October 28, 2024.
- Co-author, “California Law Highlights the Need to Prepare for Climate Disclosures,” *Troutman Pepper*, October 14, 2024.
- Co-author, “Upcoming Deadline for Resource Extraction Issuers to File First Form SD Disclosures,” *Troutman Pepper*, August 12, 2024.
- Co-author, “Foreign Private Issuers: Have You Assessed Your Status Under US Securities Laws?,” *Troutman Pepper*, August 7, 2024.
- Co-author, “PCAOB’s NOCLAR Proposal in the Hot Seat,” *Troutman Pepper*, March 18, 2024.
- Co-author, “FinCEN Proposes New Investment Adviser AML Rule,” *Troutman Pepper*, February 23, 2024.
- Co-author, “SEC Final Rule: The Enhancement and Standardization of Climate-Related Disclosures for Investors,” *Troutman Pepper*, March 8, 2024.
- Co-author, “Court Vacates SEC’s Share Repurchase Rule,” *Troutman Pepper*, December 20, 2023.
- Co-author, “Foreign Private Issuers Escape Potential Section 16 Reporting Obligations … For Now,” *Troutman Pepper*, December 14, 2023.
- Co-author, “SEC Unable to Correct Defects of Share Repurchase Disclosure Modernization Rule,” *Troutman Pepper*, December 4, 2023.
- Co-author, “SEC Adopts Final Rules Amending and Modernizing Beneficial Ownership Reporting Requirements ,” *Troutman Pepper*, October 16, 2023.
- Co-author, “California Adopts Landmark GHG Emissions and Climate Risk Reporting Laws, Eclipsing Anticipated Federal Requirements,” *Troutman Pepper*, October 13, 2023.
- Co-author, “PCAOB Proposes Massive Expansion of the Auditor’s Role,” *Troutman Pepper*, August 4, 2023.
- Co-author, “SEC Adopts Final Cybersecurity Rules — Requires Companies to Focus on their Security and Disclosure Plans,” *Troutman Pepper*, July 31, 2023.
- Co-author, “Proposed SEC Rule Would Place Cryptocurrency Trading Platforms Under SEC Jurisdiction,” *Troutman Pepper*, May 4, 2023.
- Co-author, “Best Practices: In-house Legal Support of SEC Disclosures,” *Troutman Pepper*, January 25, 2023.
- Co-author, “SEC’s Division of Corporation Finance Revises CD&Is on Non-GAAP Financial Measures,” *Troutman Pepper*, December 16, 2022.

MEDIA COMMENTARY

- Quoted, “California Delays Rulemaking Timeline for Climate Disclosure Laws to 2026,” *Utility Dive*, October 16, 2025.
- Quoted, “Utilities on ‘Preliminary’ List of Entities Subject to California Climate Disclosure Rules,” *Utility Dive*, September 29, 2025.