

ANDRAE J. MARROCCO*



Categories: [People](#), [Lawyers](#)

Andrae Marrocco's transactional practice is focused on domestic and international franchise and distribution matters. He has particular expertise in complex franchise arrangements, franchise system mergers and acquisitions (M&A), and cross-border / international transactions.

Andrae works with businesses and franchise systems at all stages of maturity across a range of industries, including professional services, technology, automotive, restaurant, retail, fitness and health care, childcare and education, real estate, manufacturing and commercial services. Numerous legal ranking publications recognize Andrae for his work in franchise law.

Advising on all aspects of Canadian franchise and distribution law, Andrae provides guidance on structuring and expansion strategies, negotiation of franchise, master franchise and area development agreements, distribution and licensing agreements, regulatory and disclosure compliance, trademarks, acquisitions and

dispositions, system changes, disputes and enforcement. He has significant experience advising foreign franchisors expanding into the Canadian market.

Andrae's corporate practice focuses on advising Canadian and international businesses on cross-border expansion, corporate structures, negotiated M&A transactions and corporate governance. He advises on ownership arrangements, including sophisticated shareholder, partnership and joint venture agreements; financing and restructuring matters; complex commercial arrangements; private equity investments and international transactions.

Andrae is a frequent presenter at Canadian and international franchise conferences, and a regular contributor to national and international franchise publications. He is an active member of various North American franchise organizations, serving on several steering committees.

Email: andrae.marrocco@mcmillan.ca

Expertise: Business Law, Mergers & Acquisitions, Franchising & Distribution, Private Equity & Venture Capital

Location: Toronto

Phone: 416.865.7924

Position/Title: Partner, Franchising & Distribution

Website: <https://www.andraejmarrocco.com>

Community Involvement:

- Andrae holds leadership positions and serves on the executive of a number of not-for-profit organizations and charitable institutions.

Directorships & Affiliations:

- Ontario Bar Association
- Canadian Bar Association
- Law Society of Ontario
- Canadian Franchise Association
 - Member of the Legal & Legislative Affairs Committee
- International Franchise Association

- Past Member of the IFA Legal Symposium Task Force
- International Bar Association
 - International Franchising Committee
- American Bar Association
 - Forum on Franchising

Publications:

- ["Franchising in Canada: 2022 Year in Review,"](#) (January 2023)
- ["International Growth Requires Resources and a Replicable Model,"](#) Franchise Times (November-December 2021)
- ["EnviroLogik Takes a Multifaceted Approach to International Expansion,"](#) Franchise Times (October 2021)
- ["Batteries Plus Gears Up for International Expansion,"](#) Franchise Times (September 2021)
- ["Legal Counsel at Authority Brands Offers Insight for Global Expansion,"](#) Franchise Times (August 2021)
- ["Go Big or Go Home' When Expanding in Asia,"](#) Franchise Times (June/July 2021)
- ["College HUNKS Offers Lessons in International Expansion,"](#) Franchise Times (May 2021)
- ["Before International Expansion, Put Care Into Support and Planning,"](#) Franchise Times (April 2021)
- ["Spray-Net Offers Case Study for Taking a Brand to the U.S.,"](#) Franchise Times (March 2021)
- ["Franchising from the U.S. to Canada and Back Again,"](#) Global Franchise (February 2021)
- ["What's With All the Consolidation and Diversification in Franchising?,"](#) Franchise Times (February 2021)
- ["Franchisors Get Creative to Find Prospects During Pandemic,"](#) Franchise Times (January 2021)
- ["What International Franchises Can Learn From 2020,"](#) Franchise Times (November/December 2020)
- ["Embracing the new environment, franchisors look outside U.S. to grow,"](#) Franchise Times (October 2020)
- ["Learn from top trends in the reopening revolution,"](#) Franchise Times (September 2020)
- ["New strategies abound as global franchises find their footing,"](#) Franchise Times (August 2020)
- ["With pivots during the pandemic, global brands embrace creativity,"](#) Franchise Times (June/July 2020)
- ["Looking for the positives in the pandemic,"](#) Franchise Times (May 2020)
- ["The Franchisor's COVID-19 Legal Toolkit IFA,"](#) franchise.org (April 2020)
- ["Warrior Factory details international expansion efforts,"](#) Franchise Times (April 2020)
- ["Successful fitness brand offers lessons in international franchising,"](#) Franchise Times (March 2020)
- ["A fruitful year abroad? Consider these trends and insights for 2020,"](#) Franchise Times (February 2020)
- ["Franchising in Canada: 2019 Year in Review,"](#) (January 2020)
- ["In the land down under, is franchising dangerous, daring or desirable?,"](#) Franchise Times (January 2020)
- ["Data Protection and Cybersecurity in Canada,"](#) Franchise Law Journal (ABA), Volume 39 – Number 1

(Summer 2019)

- "[5 Must-Dos For Franchising In Canada](#)," Global Franchise (July 2019)
- "[A Trademark Primer for Franchising in Canada](#)," Franchising World (May 2019)
- "[Canada Chapter on Fund Formation](#)," Getting the Deal Through, Private Equity 2019 (February 2019)
- "[Canada Chapter on Transactions](#)," Getting the Deal Through, Private Equity 2019 (February 2019)
- "[M&A in International Franchising Chapter](#)," Lexology Getting The Deal Through, Franchise 2019 (January 2019)
- "[Franchising in Canada: 2018 Year in Review](#)," (January 2019)
- "[Modernizing the Franchise Agreement to Address Business and Legal Realities](#)," Ontario Bar Association's 18th Annual Franchise Law Conference (November 2018)
- "[Multi-Unit and Multi-Brand: The New Trend in Franchising](#)," 2018 Canadian Franchise Association Franchise Law Day (September 2018)
- "[5 Factors to Find your Franchise Counsel](#)," Global Franchise (August 2018)
- "[10 Potential Deal Breakers for Sophisticated Investors Looking to Acquire Franchise Systems](#)," The Franchise Voice (Spring 2018)
- "Q&A Chapter on Franchising in Canada, International Comparative Legal Guide (Global Legal Group)," Franchise 2018 (2018)
- "[Franchise M&A Chapter](#)," Getting the Deal Through, Franchise 2018 (2018)
- "[Franchise M&A Chapter](#)," Getting the Deal Through, Mergers & Acquisitions 2017 (2017)
- "The Revenue Recognition Roller Coaster: Get Ready for the Ride," Franchising World (May 2017)
- "Watch Your Step in Crossing the US Border," The Franchise Voice, Volume 18 - Issue 2 (Spring 2017)
- "Basics Track: Franchise Mergers & Acquisitions" (Presentation and Paper), 50th Annual International Franchise Association Legal Symposium (March 2017)
- "Buying and Selling a Franchise – Tips for a Business Lawyer," Ontario Bar Association's Institute 2017 (February 2017)
- Practical Law (Thomson Reuters) Global Guide, Q&A Guide to Franchising in Canada (2016/2017)
- "Negotiating Critical Representations and Warranties in Franchise Mergers and Acquisitions - Part II," Franchise Law Journal (ABA), Volume 36 - Number 2 (Fall 2016)
- "The Purchase and Sale of Franchises and Franchise Systems", Ontario Bar Association, 16th Annual Franchise Law Conference (November 2016)
- "Negotiating Critical Representations and Warranties in Franchise Mergers and Acquisitions - Part I," Franchise Law Journal (ABA), Volume 36 - Number 1 (Summer 2016)
- "Five Commonly Overlooked Provisions in International Franchise Agreements," Global Franchise (June 2016)

- “How Do I Know If a Franchisor Has a Good Relationship with Its Franchisees?,” Franchise Canada (May-June 2016)
- “Due Diligence in Franchise System Acquisitions,” Canadian Franchise Association Law Day (January 2016)
- “Adopting a Strategic Intellectual Property Program,” The Franchise Voice, Summer 2015, Volume 16 - Issue 3 (Summer 2015)
- “Watch the Extra Step...When Crossing the Resale Exemption Path,” Franchise & Distribution Newsletter (August 2015)
- "Who Is An 'Officer' For the Purposes of Preparing an FDD Under the Arthur Wishart Act, 2000 and Regulations," (April 2015)
- "Navigating the Cyber Liability Storm - Part I," Franchise & Distribution Newsletter (January 2015)
- "Navigating the Cyber Liability Storm - Part II," Franchise & Distribution Newsletter (January 2015)

Education & Admissions:

Degree: Called to the Ontario bar

Year: 2011

Degree: Admitted to practice in South Australia

Year: 2000

Degree: LLB (Honours)

University: University of Adelaide (Australia),

Year: 1999

Degree: B.Comm. (Corporate Finance)

University: University of Adelaide (Australia)

Year: 2001

Degree: B.Soc.Sc.

University: University of Adelaide (Australia)

Year: 1999

Media Mentions:

- "[Top Franchise Lawyers: Andrae J. Marrocco of McMillan LLP](#)," 1851 Franchise, November 16, 2021

- ["Top Franchise Lawyers: Andrae J. Marrocco of McMillan LLP,"](#) 1851 Franchise, July 10, 2020
- ["Franchise Legal Players: Andrae J. Marrocco, Partner and Co-Chair of the Franchise & Distribution Law Group, McMillan LLP,"](#) 1851 Franchise, April 1, 2019

Rankings & Recognition:

- Recognized in the 2025 Canadian Legal Lexpert Directory as a Consistently Recommended lawyer in the area of Franchise Law
- Recognized as a Global Leader in the 2024 Lexology Index: Franchising (Canada) Guide
- Recognized by Chambers Canada (2025) as a leading lawyer in the area of Franchising
- Recognized by Best Lawyers in Canada (2025) as a leading lawyer in the area of Franchise Law
- Recognized in the 2024 Lexology Index: Canada Guide as a Recommended lawyer in the area of Franchising
- Named on the Franchise Times list of "Legal Eagles" for 2024
- Recognized in the 2024 Canadian Legal Lexpert Directory as a Repeatedly Recommended Lawyer in the area of Franchise Law
- Recognized by Chambers Canada (2024) as a leading lawyer in the area of Franchising
- Recognized by *Best Lawyers* in Canada (2024) as a leading lawyer in the area of Franchise Law
- Recognized in the 2023 Who's Who Legal: Franchising Guide as a Recommended Leader in the area of Franchising
- Listed in Who's Who Legal: Canada 2023 as a leader in Franchising
- Named on the Franchise Times list of "Legal Eagles" for 2023
- Recognized in the 2023 Canadian Legal Lexpert Directory as a Repeatedly Recommended Lawyer in the area of Franchise Law
- Listed in Who's Who Legal: Global 2022 as a leader in Franchise
- Listed in Who's Who Legal: Canada 2022 as a leader in Franchise
- Recognized by Chambers Canada (2023) as a leading lawyer in the area of Franchising Law"
- Named on the Franchise Times list of "Legal Eagles" for 2022
- Recognized in the 2022 Canadian Legal Lexpert Directory as a Repeatedly Recommended Lawyer in the area of Franchise Law
- Recipient of Lexology's 2021 Client Choice Award for Franchising in Canada
- Recognized by Chambers Canada (2022) as a leading lawyer in the area of Franchising Law
- Recognized by Best Lawyers in Canada (2022) as a leading lawyer in the area of Franchise Law

- Listed in Who's Who Legal: Global 2021 as a Global Leader in Franchise
- Listed in Who's Who Legal: Canada 2021 as a National Leader in Franchise
- Named on the Franchise Times list of "Legal Eagles" for 2021
- Recognized in the 2021 Canadian Legal Lexpert Directory as a Repeatedly Recommended Lawyer in the area of Franchise Law
- Recognized by the Best Lawyers in Canada (2021) as a leading lawyer in the area of Franchise Law
- Recognized by Chambers Canada (2021) as a leading lawyer in the area of Franchising Law
- Listed in Who's Who Legal: Franchise 2020 as a Global Leader in Franchise
- Recognized in the 2020 Canadian Legal Lexpert Directory as a Repeatedly Recommended lawyer in the area of Franchise Law
- Listed in Who's Who Legal: Canada 2020 as a National Leader in Franchise
- Named on the Franchise Times list of "Legal Eagles" for 2020
- Recipient of Lexology's 2020 Client Choice Award for Franchising in Canada
- Recognized by Chambers Canada (2020) as a leading lawyer in the area of Franchising (Client comments included: "He's my go-to guy for all Canadian franchise matters" and "I have found Andrae to be a real thought leader in the franchise industry")
- Recognized by Best Lawyers in Canada (2020) as a leading lawyer in the area of Franchise Law
- Listed in Who's Who Legal: Franchise 2019 as a leader in Franchise
- Recognized in the 2019 Canadian Legal Lexpert Directory as a Repeatedly Recommended lawyer in the area of Franchise Law
- Ranked in Chambers Canada 2019 which states: Andrae is regarded by clients as "a very valuable resource" and "highly detailed lawyer" who is "very on top of developments in franchising law."
- Listed in Who's Who Legal: Canada 2019 as a leader in Franchise
- Recognized by Best Lawyers in Canada (2019) as a leading lawyer in the area of Franchise Law
- Listed in Who's Who Legal: Canada 2018 as a leader in Franchise
- Named on the Franchise Times list of "Legal Eagles" for 2019
- Recognized in Who's Who Legal: Franchise 2018 as a leading practitioner
- Certified Franchise Executive designation by the Institute of Certified Franchise Executives
- Named on the Franchise Times list of "Legal Eagles" which quotes that "Andrae Marrocco combines a deep understanding of corporate commercial law, mergers and acquisitions and franchise law with practical business savvy."
- Who's Who Legal: Franchise says "the excellent Andrae Marrocco is counted among the very best in Canada and is noted for his communicative, charismatic and professional approach."
- Who's Who Legal: Canada writes that "Andrae Marrocco is impressive and manages client mandates

with a persuasive, personal and professional style.”

- The Canadian Legal Lexpert Directory recognizes Andrae as one of Canada’s leading franchise lawyers
- Lexpert Guide to the Leading US/Canada Cross-Border Corporate Lawyers in Canada recognizes Andrae as one of Canada’s leading cross-border corporate lawyers
- Andrae's literary contributions on the subject of franchise related mergers and acquisitions have earned him the title of "Expert" by Getting the Deal Through

Speaking Engagements:

- TerraLex Mastering the Essentials webinar on “Franchising in the Modern Marketplace.”
- November 20, 2024

-

https://www.oba.org/CBAMediaLibrary/cba_on/pdf/PD/2022/22FRA1129C.pdf?_ga=2.111364292.1967531928.1675281766-1877588204.1675281766

-
- Co-Presented the Legal and Legislative Update session at the OBA 22nd Annual Franchise Law Conference
 - November 2023

-

https://www.oba.org/CBAMediaLibrary/cba_on/pdf/PD/2022/22FRA1129C.pdf?_ga=2.111364292.1967531928.1675281766-1877588204.1675281766

-
- Multi-Unit and Multi-Brand: The New Trend in Franchising 2018 Canadian Franchise Association Franchise Law Day

-
- Presenter and Author, “Basics Track: Franchise Mergers & Acquisitions”, 50th Annual International Franchise Association Legal Symposium

- May 2017

-
- Presenter, “Life as a Franchise Clerk,” The Institute of Legal Clerks of Ontario – 27th Annual Conference, May 2017

- May 2017

-
- Presenter and Author, “Buying and Selling a Franchise – Tips for a Business Lawyer”, Ontario Bar Association’s Institute 2017

- February 2017

- Presenter and Author, “The Purchase and Sale of Franchises and Franchise Systems”, Ontario Bar Association, 16th Annual Franchise Law Conference

- November 2016

- Upload File

- Presenter and Author, “Due Diligence in Franchise System Acquisitions”, Canadian Franchise Association Law Day

- January 2016

- Upload File

- Presenter, “Franchise Disclosure: The Nuts and Bolts,” Webinar

- January 2016

- Upload File

- Presenter, “Common Challenges in Franchise and Not-For-Profit Practice,” The Institute of Legal Clerks of Ontario – Advanced Corporate Program

- November 2015

- Presenter, "Who Is An 'Officer' For the Purposes of Preparing an FDD Under the Arthur Wishart Act?," Ontario Bar Association Franchise Law Dinner Program

- “Setting Yourself Up For Success”, Canadian Franchise Association Franchise Law Day

- September 2023

-

https://www.oba.org/CBAMediaLibrary/cba_on/pdf/PD/2022/22FRA1129C.pdf?_ga=2.111364292.1967531928.1675281766-1877588204.1675281766

- Co-Chair of the OBA 21st Annual Franchise Law Conference and Moderator of the plenary session “The Future of Franchising Across Canada.”

- November 2022

-

https://www.oba.org/CBAMediaLibrary/cba_on/pdf/PD/2022/22FRA1129C.pdf?_ga=2.111364292.1967531928.1675281766-1877588204.1675281766

- Co-Presented "The Future of Franchising Between America and Asia" on Front Consulting International webinar

- July 13, 2020

- Presented the topic "So You Want to Expand to Canada, Eh?" on an IFPG webinar

- May 28, 2020

- Life as a Franchise Clerk The Institute of Law Clerks of Ontario "Advanced Corporate Program"

- October 2019

- Co-Chair of the Canadian Franchise Association Franchise Law Day

- September 2019

- Franchise Law Webcast: Trends Affecting Franchise Systems Operating in Canada

- April 2019

- Author, "Modernizing the Franchise Agreement to Address Business and Legal Realities" Ontario Bar Association's 18th Annual Franchise Law Conference

- November 2018

Representative Matters:

- Private equity investment in international day care franchise system (with extensive corporate operations).
- Private equity acquisition of international coding franchise system.
- International hotel chain expansion into Canada.
- Global tourism franchise business acquisition of Canadian master franchisee.
- Canadian franchisor selling its commercial services franchise system to a strategic acquirer.
- International appliances and parts manufacturer restructure of distribution arrangements across Canada.
- US restaurant business franchisor entering the Canadian market through sophisticated JV franchising structure.
- Offshore private equity investor acquiring a significant portfolio of restaurant business franchises in Canada.

- Global renovation business franchisor undertaking a system wide rebrand through pilot program and progressive changeover.
- Japanese backed private equity fast casual concept expansion into Canada.
- Healthcare services franchisor establishing its system under license with a leading retail store to roll out healthcare practices across Canada.
- Prominent restaurant business franchisor negotiating and documenting a management buyout arrangement.
- US based emerging beverage company negotiating initial distribution arrangements across the globe.
- NHL Players acquiring an OHL hockey team.
- Italian precious jewels business migrating head office (and global operations base) to the Canadian market.
- US based global distribution and outsourcing group acquiring several Canadian manufacturing corporations.
- Canadian hotel amenities corporation acquiring a Singaporean manufacturer from an Australian hedge fund.
- Construction industry franchise concept expansion into Canada.
- Hong Kong entrepreneurs acquiring Canadian/US kitchen amenities manufacturer and distributor.
- Global investment bank financing a billion dollar group restructure.

Industries: Franchising & Distribution, Private Equity & Venture Capital

Practices: Business Law, Mergers & Acquisitions