William D. Davis II

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RELATED PRACTICES Capital Markets and Securities, Emerging Companies and Venture Capital, Corporate, Mergers and Acquisitions

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Will Davis is a partner in the Capital Markets and Securities Practice Group at Haynes Boone's Houston office. Will advises public and private companies, and the underwriters that finance them, on capital markets transactions, SEC reporting and disclosure obligations, and M&A and other strategic corporate transactions.

His practice includes registered and private offerings of debt and equity (including investment grade, high-yield, and convertible structures), initial public offerings and follow-on offerings, and ongoing Exchange Act compliance (including Forms 10-K, 10-Q, 8-K and proxy statements) and related corporate governance advice. He also handles cross-border and multi-jurisdictional matters, including stock and asset acquisitions, joint ventures, multi-country restructurings and entity rationalizations, and re-domestication transactions.

Will's matters regularly involve U.S. and non-U.S. issuers and counterparties, and have included transactions in the energy, health care, and life sciences sectors. In securities transactions, he represents issuers and underwriters in registered offerings, private placements and Regulation S transactions, and he also advises on tender offers, exchange offers and consent solicitations when capital structure or deal terms require them.

SELECTED CLIENT REPRESENTATIONS

Mergers and Acquisitions

- Represented a major U.S. multinational technology company in its purchase of solar assets out of bankruptcy.
- Represented an NYSE-listed global oil company in the divestiture of a Brazilian joint venture (valued at USD 1.2 billion) and related transactions.
- Represented a European investment group in a cross-border auction purchase of assets of a private upstream company (valued at approx. USD 1 billion).
- Representing a leading global independent service provider for rotating equipment in its USD 190 million divestiture of multi-jurisdictional assets.
- Represented a UK-based publicly traded investment fund in its acquisition of two operating terminal storage sites on the Texas Gulf Coast for USD 61 million and related joint venture.

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- Represented a US hydrogen supplier company in its acquisition of a hydrogen storage and delivery equipment company.
- Represented a NYSE-listed oil company an NYSE-listed refiner in its USD 475 million acquisition of Peruvian petrochemical tanks and related real estate.
- Represented a NYSE-listed heavy equipment company in connection with its USD 250 million purchase of a US material handling equipment dealer.
- Represented a French advanced-technology battery solutions company in its acquisition of a US private company.
- Private human resources company: Represented a private human resources company in its USD 230 million divestiture to a Texas-based investment firm.
- Represented a Texas-based health system in its USD 125 million divestiture of diagnostic laboratories to a NYSE-listed company.
- Represented a Texas-based academic health science center in its USD 175 million divestiture of microbiome subsidiary to an NYSE-listed company.
- Represented a Texas-based academic health science center in its joint venture with a Japanese publicly listed healthcare corporation (valued at USD 350 million).
- Represented a NASDAQ-listed company in its re-domestication from Delaware to the UK (valued at USD 1.8 billion).
- Represented a NYSE-listed company in its EUR 690 million acquisition of a Spanish company with multijurisdictional operations.
- Represented multiple healthcare companies in various local initiatives in non-US jurisdictions, including consulting, medical device and non-profit initiatives.
- Represented a US-headquartered global oilfield services company in several acquisitions, PIPE transactions and related multi-jurisdictional entity rationalization and restructuring projects (with such projects involving up to 45 countries).

Capital Markets and Public Company Advisory

- Represented an NYSE-listed foodservice company in its $1 billion registered offering of senior notes.
- Represented an NYSE-listed marine service company in its at-the-market (ATM) offering for up to USD 30 million.
- Represented an NYSE-listed manufacturer of simulation technologies in its USD 250 million registered offering of common shares.
- Represented an NYSE-listed marine service company in its private placement and Regulation S offering of Nordic bonds.
- Represented a NYSE-listed oilfield services company in its USD 1.3 billion registered offering of senior notes.
- Represented an NYSE-listed company in its concurrent USD 1.4 billion registered offering of senior notes and USD 700 million tender offer for senior notes.
- Represented an ASX-listed energy company in its US initial public offering.
- Represent publicly listed companies in all aspects of their compliance with US securities laws and the listing requirements of the major US exchanges, including with respect to:
    - Exchange Act domestic and FPI / MJDS filings
    - Earnings releases and presentations;
    - Rule 10b5-1/10b-18 plans;
    - Stockholder proposals;
    - Insider trading policies and practices;
    - NYSE/NASDAQ governance requirements;
    - Board committee charters and practices;
    - Codes of conduct and other governance policies;
    - Materiality and disclosure determinations; and

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- Section 16 and Schedule 13D/13G filings.

Some representations were handled by Will prior to joining Haynes Boone.

PROFESSIONAL AFFILIATIONS AND ENGAGEMENTS

- Association of Corporate Counsel
- Society of Corporate Secretaries and Governance Professionals
- Houston Bar Association

AWARDS AND RECOGNITIONS

- Acritas Star, 2019-2021

PUBLICATIONS AND SPEAKING ENGAGEMENTS

- "Not so risky business - How to increase transaction closing certainty," co-author, *Bloomberg Law*, September 22, 2020.

QUALIFICATIONS

EDUCATION

- LL.M., Securities and Financial Regulation, Georgetown University Law Center, 2000
- J.D., University of Tulsa College of Law, 1998,

  with honors

- B.A., English, Franklin and Marshall College, 1995

ADMISSIONS

- Texas
- New York
- Maryland

QUESTIONS AND ANSWERS

What types of matters do you handle most often?

My practice is a balance between capital markets and M&A. My capital markets expertise includes public and private stock offerings (both equity and debt) and private equity as well as public company reporting and disclosure. With respect to M&A, I regularly handle both domestic and cross-border, multi-jurisdictional acquisitions, dispositions, mergers and joint ventures.

How do you support public companies between transactions?

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I help companies manage the day-to-day realities of being public—periodic reports and current reports (Forms 10-K, 10-Q, 8-K), proxy statements, and disclosure and governance decisions that need to hold up under board scrutiny. I also advise on practical compliance items that come up repeatedly, governance and insider trading policies, and NYSE/Nasdaq-related governance requirements.

Do you handle cross-border transactions and multi-jurisdictional work?

Yes—cross-border execution is a recurring part of my practice, including acquisitions, dispositions, joint ventures and multi-country restructuring or entity rationalization projects. I have represented clients on transactions involving multiple jurisdictions, including matters spanning dozens of countries.

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