



Jennifer T. Wisinski

Partner

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PRACTICES Corporate, Capital Markets and Securities, Mergers and Acquisitions, Corporate Strategic M&A, Shareholder Activism, Public Company Transactions, Food, Beverage and Restaurant

Jennifer Wisinski is the chair of the Business Transactions Department and has more than 20 years of experience in a broad range of transactions, from capital markets transactions to private and public company mergers and acquisitions. In the capital markets area, Jennifer focuses on efficiently and successfully helping public company clients complete both equity offerings and debt refinancings involving the issuance of debt securities and the retirement of existing debt through tender offers. Jennifer has extensive experience in mergers and acquisitions including negotiated cash and stock-for-stock mergers, going private transactions, as well as hostile tender offers and proxy contests. In addition, Jennifer counsels clients on activism and anti-takeover matters, general securities laws compliance, and corporate governance issues. Jennifer works with clients across a range of industries including energy, manufacturing, and financial services, among others.

Jennifer also serves as the firm's counsel on Hart-Scott-Rodino, a federal statute which requires notifying the FTC and DOJ of certain acquisitions and observing a "waiting period" before they are completed. Given the uptick in investigations and enforcement over the past several years, Jennifer works closely with the firm's antitrust lawyers to resolve informal investigations by the FTC or the DOJ that are commenced in connection with an HSR filing.

Professional and Community Activities

- Board Member, Design Connect Create (non-profit promoting STEM careers for young women through summer physics camps), 2014-2020
- Advisory Board, Texas General Counsel Forum, 2021

Professional Recognition

- Named a 2019 Top USA Woman Dealmaker in the Legal Advisory category by *Global M&A Network*
 - Recognized by *Global M&A Network* as part of the deal team awarded the 2019 "U.S.A. Acquisition Finance Deal of the Year" at the U.S.A. M&A Atlas Awards
 - Named one of the Best Lawyers in Dallas by *D Magazine*, D Magazine Partners, 2019
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QUALIFICATIONS

EDUCATION

- J.D., University of Texas School of Law, 1991, *with honors*; Order of the Coif
- B.A., University of Texas at Austin, 1988, *with high honors*; Plan II Program

ADMISSIONS

- Texas
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PUBLICATIONS AND SPEAKING ENGAGEMENTS

- "Board Confidentiality and Communications," author, *Practical Law The Journal*, Thomson Reuters, October/November 2021.
 - "ESG Disclosure Update," panelist, Scoring Points: What Investors look for in ESG Scores webinar, March 11, 2021.
 - "Proxy Season – Evolution of ESG Disclosure and Other Updates," panelist, Haynes and Boone and DFIN's Coffee, Tea and SEC: Trends and Updates webinar, November 2020.
 - "Trending Topics in Indemnification in Uninsured M&A," panelist, The University of Texas at Austin School of Law's 16th Annual Mergers and Acquisitions Institute, October 2020.
 - "Current Trends in Indemnification Provisions in Acquisition Agreements," co-author, *The Review of Securities & Commodities Regulation*, Vol. 53 No. 7, April 15, 2020.
 - "Trending Topics in Indemnification," panelist, The University of Texas at Austin School of Law's 15th Annual Mergers and Acquisitions Institute, Dallas, Texas, October 11, 2019.
 - "Communications with Analysts and Investors," speaker, Next Generation CFO Academy, May 7, 2019.
 - "The Board's #1 Responsibility – CEO Succession Planning," panelist, Equilar Board Leadership Forum, March 19, 2019.
 - "Drafting and Negotiating Financing Provisions in Mergers," author, *Practical Law*, Thomson Reuters, March 2019.
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SELECTED CLIENT REPRESENTATIONS

- Represented manufacturing company in \$300 million senior notes offering.
- Represented manufacturing company in tender offer for \$350 million senior notes.
- Represented Landry's Inc. in the sale of Golden Nugget Online Gaming to a SPAC.
- Represented Landry's, LLC in a carve-out acquisition of two restaurant brands—Del Frisco's Double Eagle Steakhouses and Del Frisco's Grilles—from private equity firm L Catterton.
- Represented Stream Energy in its sale to NRG Energy Inc.
- Represented KMG Chemicals, Inc., a global specialty chemicals supplier, in its \$1.6 billion cash and stock merger with Cabot Microelectronics Corporation pursuant to which KMG became a wholly-owned subsidiary of Cabot.
- Represented Williamson-Dickie Holding Company, a private company specializing in the manufacture of work apparel, on its sale and merger into a subsidiary of VF Corporation, a publicly traded company.
- Represented Applied Optoelectronics, Inc., designer and manufacturer of advanced optical products, in a Rule 144A private placement offering of \$80.5 million aggregate principal amount of 5.00% Convertible Senior Notes due 2024.
- Represented Commercial Metals Company in a series of acquisition financing transactions, including:
 - the institution of a \$200 million delayed draw term loan facility; and

- the issuance of \$350 million aggregate principal in the amount of 5.750% Senior Notes due 2026
- Represented energy company in capital restructuring.
- Represented Landry's Inc. in \$1.6 billion Rule 144A private placement of senior notes.
- Represented EXCO Resources in \$500 million offering of 8.500% senior notes and offering of \$750 Million of senior notes.
- Represented Trinity Industries, Inc., in \$400 million senior notes offering and \$450 million convertible notes offering.
- Represented Flowserve Corporation in \$400 million senior notes offering.
- Represented VAALCO Energy, Inc. in defending against a proxy contest.
- Represented Craftmade International in defending against a hostile tender offer.