



Jennifer T. Wisinski

Partner

Dallas

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

Jennifer Wisinski's lifelong love of puzzles and her wide-ranging experience in corporate transactions have given her the skills to expertly guide clients through complex, challenging transactions—whether a client is buying or selling a company or raising capital. Jennifer has extensive experience in private and public M&A (including hostile and negotiated transactions) as well as capital markets transactions, with a focus on debt offerings and liability management transactions. In addition, she counsels clients on general securities matters, corporate governance as well as activism and takeover defenses. Jennifer brings all of this experience together when analyzing, structuring and negotiating transactions. She works with clients across a range of industries including energy and manufacturing among others. Jennifer is a frequent speaker and writer on a number of corporate law topics.

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.

QUALIFICATIONS

EDUCATION

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

ADMISSIONS

- Texas
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PUBLICATIONS AND SPEAKING ENGAGEMENTS

- "Mastering Crisis Preparedness and Reputation Management," panelist, Equilar Board Leadership Forum, New York, April 16, 2024.
 - "Negotiating Financing Provisions in Mergers," author, *Practical Law The Journal*, Thomson Reuters, May 2023.
 - "Exploring the Impacts of Recent and Forthcoming SEC Regulation," panelist, Equilar Board Leadership Forum, April 17, 2023.
 - "Board Confidentiality and Communications," author, *The Corporate Board*, November/December 2022.
 - "ESG Disclosure," presenter, National Association of Petroleum Accountants Conference, Dallas May 2022.
 - "ESG Disclosure," Keynote Speaker, EnerCom Dallas—The Energy Investment & ESG Conference, April 2022.
 - "Board Confidentiality and Communications," author, *Practical Law The Journal*, Thomson Reuters, October/November 2021.
 - "Is a De-SPAC Right for your Company?" webinar, speaker, July 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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PROFESSIONAL AFFILIATIONS AND ENGAGEMENTS

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

- Represented AleAnna Energy, LLC in a merger with Swiftmerge Acquisition Corp., resulting in AleAnna, Inc. as a public company.
- Represented Decisio Health in its sale to AirStrip Technologies, Inc.
- Represented Park Cities Asset Management in its take-private acquisition of Elevate Credit, Inc.
- Represented Liberty Energy Inc. in its acquisition of Siren Energy Companies, LLC.
- Represented Liberty Energy Inc. in a secondary underwritten public offering of shares by Schlumberger Inc.
- Represented Commercial Metals Company in the underwritten public offering of \$300,000,000 in aggregate principal amount of 4.125% Senior Notes due 2030 and \$300,000,000 in aggregate

principal amount of 4.375% Senior Notes due 2032.

- Represented Commercial Metals Company in a tax-exempt bond financing involving the issuance and sale of \$145.1 million in original aggregate principal amount of Exempt Facilities Revenue Bonds (Commercial Metals Company Project), Series 2022, issued by the Industrial Development Authority of the County of Maricopa.
 - Represented Commercial Metals Company in a cash tender offer for 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 EXCO Resources, Inc. in capital restructuring, including the issuance of second lien notes.
 - 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 EXCO Resources in a common stock rights offering.
 - Represented Trinity Industries, Inc., in \$400 million senior notes offering and \$450 million convertible notes offering.
 - Represented Commercial Metals Company in multiple underwritten senior notes offerings.
 - Represented Commercial Metals Company in tender offer for \$350 million senior notes.
 - 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.
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AWARDS AND RECOGNITIONS

- 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, 2022-2025