

J. Alan Bannister

Partner

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New York

Alan Bannister is a partner in the New York office of Gibson, Dunn & Crutcher and a member of the firm's Capital Markets, Finance and Securities Regulation, Corporate Governance and Business Restructuring and Reorganization Practice Groups.

Mr. Bannister concentrates his practice on securities and other corporate transactions, acting for underwriters and issuers (including foreign private issuers), as well as strategic or other investors, in high-yield, equity (including ADRs and GDRs), and other securities offerings, including U.S. registered public offerings, Rule 144A offerings, other private placements and Regulation S offerings, as well as recapitalizations, NYSE and NASDAQ listings, shareholder rights offerings, spin-offs, PIPEs, exchange offers, other general corporate transactions and other advice regarding compliance with U.S. securities laws, as well as general corporate advice. Mr. Bannister also advises issuers and underwriters on dual listings in the U.S. and on various exchanges across Europe, Latin America and Asia. In addition, Mr. Bannister works closely with the Gibson Dunn bankruptcy and restructuring team, advising on applicable securities laws issues that arise in such transactions.

Mr. Bannister also regularly advises companies in connection with cross-border equity tender offers. In addition, he also advises companies and dealer-managers on liability management transactions (including debt tenders, exchange offers and consent solicitations). With extensive corporate and securities experience in connection with corporate restructuring, he routinely advises companies, creditors and hedge funds in connection with debt exchange offers, high-yield refinancing, rescue rights offerings and other capital infusions (and the related liquidity issues for such investments).

Mr. Bannister regularly advises U.S. and non-U.S. registrants on their reporting obligations under the U.S. Securities Exchange Act of 1934, their obligations under the Sarbanes-Oxley Act, the Dodd Frank Act and stock exchange corporate governance requirements, as well as (for U.S. registrants) advising on other Exchange Act issues relating to Regulation FD, Section 16 and the proxy statement requirements of Regulation 14A.

His recent and ongoing experience includes:

- Advised **Welltower**, a health care infrastructure REIT, on its UPREIT conversion;?
- Advised **Welltower Inc.** on its \$1.5B SEC-registered public offering of 17,500,000 shares of common stock;
- Advised **Welltower Inc.** on its \$2.5B at-the-market equity program allowing for traditional and forward sales of common stock under its automatic shelf registration statement;
- Advised the backstop investors in the bankruptcy restructuring transactions for **Overseas Shipholding Group, Inc.**, a U.S. shipping company, including its \$1.5B Rights offering, in a PIPE transaction, and subsequent shelf registration for



Capabilities

Capital Markets
Artificial Intelligence
Business Restructuring and Reorganization
Energy and Infrastructure
Finance
Latin America
Power and Renewables
Securities Regulation and Corporate Governance

Credentials

Education

University of Alabama - 1988 Juris Doctor
Auburn University - 1984 Bachelor of Science

Admissions

New York Bar

the resale of such equity by the backstop investors;

- Advised controlling shareholders of an **Irish investment company** in its acquisition by KKR; the consideration for which was approximately \$200M of shares of common stock of KKR in a PIPE transaction;
- Advised the underwriters for the **Paragon Shipping Company**, a Marshall Islands shipping company, on its SEC-registered public offering of 8.375% Senior Notes;
- Advised **Berkshire Hathaway Energy Company**, a utility holding company and subsidiary of Berkshire Hathaway Inc., in multiple offerings, including the offering of \$1.5B Rule 144A 4.050% senior notes due 2024; global offering of \$400M of 1.10% notes due 2017, \$350M of 2.00% notes due 2018, \$500M of 3.75% notes due 2023 and \$750M of 5.15% notes due 2043, involving an offering within the U.S. in reliance on Rule 144A and outside the U.S. in reliance on Regulation S, and the related SEC-registered exchange offer for such notes; in the offering of \$2.2B Rule 144A/Regulation S 2.375% senior notes due 2021, 2.800% senior notes due 2023, 3.250% senior notes due 2028, 3.800% senior notes due 2048 and 3.800% senior notes due 2048; and the \$1B Rule 144A/Regulation S offering of 4.450% senior notes due 2049 and the related SEC-registered exchange offer for such notes;
- Advised **Berkshire Hathaway Energy Company** in its \$1.5B debt tender offer and consent solicitation; in the public offering of \$700M 3.650% first mortgage bonds due 2048;
- Advised **Northern Natural Gas Company**, operator of the largest interstate natural gas pipeline in the U.S., in multiple offerings, including most recently its \$500M 5.625% Notes due 2054, involving an offering within the U.S. in reliance on Rule 144A and outside the U.S. in reliance on Regulation S;
- Advised **MidAmerican Energy Company**, an electric and gas utility of Berkshire Hathaway Energy, on its \$1.35B registered green bond offering of 5.350% first mortgage bonds due 2034 and 5.850% first mortgage bonds due 2054;
- Advised **MidAmerican Energy Company** on multiple transactions, including the establishment of its shelf registration statement for its equally and ratably secured first mortgage bonds and multiple offerings thereunder, including most recently its \$600M registered green bond offering of 5.300% first mortgage bonds due 2055;
- Advised **Mondelez International B.V.**, a subsidiary of Mondelez International, Inc, a global leading snack company, in its offering of €300M of Notes under which the issuer has the option to settle its obligations by delivery of shares of JDE Peets, N.V., a worldwide leading coffee and tea company;
- Advised **Topaz Solar Farms LLC**, a solar power generation company, in its global offering of \$800M 5.75% Series A Senior Secured Notes due 2039, involving an offering within the U.S. in reliance on Rule 144A and outside the U.S. in reliance on Regulation S;
- Advised the dealer-managers for the **Vale S.A.**, a Brazilian mining company, and **Vale Overseas Ltd**, the Vale finance subsidiary, in their tender and SEC-registered exchange offers for their multiple series of outstanding notes;
- Advised numerous other non-U.S. issuers, and their underwriters, in offerings of debt and equity securities into the U.S. in SEC-registered offerings as well as Rule 144A and Regulation S global offerings, including **Aker Kvaerner (Norway)**, **IAL (Brazil)**, **Waterford Wedgwood (Ireland)**, **Nationwide Building Society (United Kingdom)**, **Kyivstar (Ukraine)**, **Temir Bank (Kazakhstan)**, **OTP Bank (Hungary)**, **Credit Agricole (France)**, **Golomt Bank (Mongolia)**, **Steinhoff (South Africa)**, **SNAM Rete Gas**, **Davide Campari**, **SEAT Pagine Gialle**, **Mediolanum**, and **Brembo (Italy)**, **Vallar, plc (Jersey)**, **Bank Gdanski (Poland)**, **Cemex (Mexico)**, **Zentiva**, and **CEZ (Czech Republic)**, **Sonae**, and **Banco Comercial Portugues (Portugal)**.

Mr. Bannister received his Juris Doctor, *summa cum laude*, from the University of

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Alabama in 1988, where he was a member of the Order of the Coif, articles editor for the *Alabama Law Review* and a Hugo Black Scholar. He received a B.S. (Accounting) from Auburn University in 1984. Mr. Bannister is a member of the Bar of the State of New York.

Mr. Bannister is a member of the Board of Trustees for the University of Alabama School of Law Foundation and a member of the Board of Advisors to the Financial Management Association within the School of Finance at the Auburn University Harbert School of Business. Mr. Bannister is a frequent writer and speaker on securities laws matters.

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