J. Alan Bannister

Partner

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New York



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

Alan concentrates his practice on securities and other corporate transactions, acting for underwriters and issuers, including foreign private issuers in high-yield, equity (including ADRs and GDRs), and other securities offerings, as well as U.S. registered public offerings, Rule 144A offerings, other private placements, and Regulation S offerings. He provides counsel on recapitalizations, NYSE and NASDAQ listings, shareholder rights offerings, spin-offs, PIPEs, exchange offers, and other general corporate transactions. Alan also advises issuers and underwriters on dual listings in the U.S. and on various exchanges across Europe, Latin America, and Asia.

Alan regularly advises companies in connection with cross-border equity tender offers and 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.

Alan regularly advises U.S. and non-U.S. registrants on their reporting obligations under the U.S. Securities Exchange Act of 1934, Sarbanes-Oxley Act, Dodd Frank Act, 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.

Representative Clients and Transactions:

- Advised **Welltower**, a healthcare infrastructure REIT, on its:
  - UPREIT conversion;
  - $2.5 billion at-the-market equity program allowing for traditional and forward sales of common stock under its automatic shelf registration statement.
- Represented **Berkshire Hathaway Energy Co** in its $850 million Rule 144A offering of 5.75% Senior Secured Notes issued, in part, to finance the construction of Topaz Solar Farms, a photovoltaic solar energy generation facility.
- Advised **Eastern Energy Gas Holdings, LLC** (EEGH), a subsidiary of Berkshire Hathaway Energy Company that is engaged in interstate natural gas transmission and underground storage in the eastern region of the United States, on a registered offering of $700 million aggregate principal amount of 5.800% Senior Notes due 2035 and $500 million aggregate principal amount of 6.200% Senior

Capabilities

Capital Markets
Artificial Intelligence
Business Restructuring and Reorganization
Energy and Infrastructure
Finance
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

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Notes due 2055.

- Advised **BMO Capital Markets Corp., BofA Securities, Inc., Credit Agricole Securities (USA) Inc., HSBC Securities (USA),** and **J.P. Morgan Securities LLC,** as global coordinators and joint bookrunners, and **Morgan Stanley & Co. LLC** and **Santander US Capital Markets LLC,** as joint bookrunners for a U.S. registered public offering of $750.0 million of 6.34% Notes due 2054 issued by Vale Overseas Limited and guaranteed by its parent company, Vale S.A., a Brazilian metals and mining company.
- Advised **BMO Capital Markets Corp., BofA Securities, Inc., Credit Agricole Securities (USA) Inc., HSBC Securities (USA) Inc.** and **J.P. Morgan Securities LLC**, as dealer managers for the waterfall cash tender offer by Vale Overseas Limited for up to $450.0 million in aggregate principal amount three series of Notes previously issued by Vale Overseas and guaranteed by Vale S.A.
- Advised **SES**, the Luxembourg-based satellite telecommunication network group, on the acquisition of its Virginia-based counterpart, Intelsat.
- Advised **Mondel?z International, Inc.** and Mondelez International Holdings Netherlands B.V. in Mondel?z International's offering of €300 million private offering of exchangeable senior notes, exchangeable into ordinary shares of JDE Peet's.

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

Alan 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. He is a frequent writer and speaker on securities laws matters.

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