Andrew L. Fabens

Partner

afabens@gibsondunn.com

T: +1 212.351.4034

New York



Andrew L. Fabens is a partner in the New York office of Gibson Dunn. Andrew serves as co-partner in charge of the New York office, co-chair of Gibson Dunn's Capital Markets Practice Group and is a member of Gibson Dunn's Securities Regulation and Corporate Governance Practice Group.

Andrew advises companies on long-term and strategic capital planning, disclosure and reporting obligations under U.S. federal securities laws, corporate governance issues and stock exchange listing obligations. He represents issuers and underwriters in public and private corporate finance transactions, both in the United States and internationally. His experience encompasses initial public offerings, follow-on equity offerings, investment grade, high-yield and convertible debt offerings and offerings of preferred, hybrid and derivative securities. In addition, he regularly advises companies and investment banks on corporate and securities law issues, including M&A financing, spinoff transactions and liability management programs.

Andrew was named a 2025 *Law360* Capital Markets MVP, recognizing him as one of the leading deal lawyers in the market. He is also ranked as a leading Capital Markets lawyer by *Chambers USA*, *Chambers Global, The Legal 500 US, IFLR1000, The Best Lawyers in America,* and Legal Media Group's Expert Guides *Guide to the World's Leading Banking, Finance and Transactional Lawyers*. He is noted as being able to "readily adapt to his client's style, understand what they need and deliver it," that he is "so amazingly even-keeled that nothing throws him," and is a "strong and knowledgeable lawyer" who is very "practical in terms of assessing risk and moving forward." One client comments that "he combines his extensive knowledge of securities law with practicality and creative problem-solving; when we encounter novel and thorny issues, his responses are quick, thoughtful and useful." BTI Consulting named Andrew to its 2018 BTI Client Service All-Stars list, recognizing the "lawyers who truly stand out as delivering the absolute best client service" as determined by a poll of corporate counsel.

Representative Transactions

- **Petco Health and Wellness Company, Inc.:** $993.6 million initial public offering of 55,200,000 shares of Class A common stock.
- **StepStone Group:** $362 million initial public offering of 20,125,000 shares of common stock.
- **Freshpet Inc.:** $154 million secondary offering of common stock. (Counsel to Underwriters)
- **Celanese Corporation:** $500 million public offering of senior notes; €500 million public offering of Euro-denominated senior notes; €300 million public offering of Euro-denominated senior notes; €750 million public offering of Euro-denominated senior notes; and the $600 million Rule 144A offering of senior notes; multiple other offerings.

Capabilities

Capital Markets

Aerospace and Defense

Consumer Products and Retail

ESG: Risk, Litigation, and Reporting

Securities Regulation and Corporate Governance

Transportation and Space

Credentials

Education

Columbia University - 2000 Juris Doctor

University of Michigan - 1989 Bachelor of Arts

Admissions

New York Bar

2026 Gibson, Dunn & Crutcher LLP. All rights reserved.
For other information, please visit us at **www.gibsondunn.com**

GIBSON DUNN

- **Kimberly-Clark Corporation:** $700 million public offering of notes; $500 million public offering of notes; €500 million public offering of Euro-denominated senior notes; and $350 million public offering of senior notes.
- **Schlumberger Limited:** $1.6 billion Rule 144A offering of senior notes; $1.5 billion private exchange offer for three series of outstanding senior notes.
- **Tenet Healthcare Corporation:** $1.5 billion Rule 144ARegulation S offering of senior secured notes to finance the redemption of outstanding notes; $3.78 billion Rule 144A offering of senior secured first lien notes and senior notes; $3.6 billion Rule 144A offering of senior secured notes and senior notes to finance acquisition of Vanguard Health Systems; and $1.05 billion Rule 144A offering of senior secured notes; multiple other offerings.
- **United Parcel Service Inc.:** $1.5 billion offering of senior notes; $5.19 billion public offering of senior notes and floating rate senior notes; €1.2 billion Euro-denominated public offering of senior notes; and C$750 million offering of Canadian denominated senior notes, among others. (Counsel to Underwriters)
- **Marriott International, Inc.:** $850 million public offering of floating rate notes; $450 million public offering of Series X notes; $1.5 billion public of senior notes to finance the acquisition of Starwood Hotels & Resorts Worldwide; $800 million public offering of senior notes; multiple other offerings.
- **Fox Corporation:** $6.8 billion Rule 144A offering of senior notes.
- **Welltower Inc.:** $1.05 billion public offering of notes (Counsel to Issuer); $1.3 million public offering of senior notes (Counsel to Issuer); $550 million public offering of senior notes (Counsel to Issuer); $700 million public offering of notes. (Counsel to Underwriter)
- **Mondelez International, Inc.:** $600 million public offering of notes; $2.5 billion public offering of notes; $570 million tender offer for outstanding debt securities and consent solicitation; C$600 million public offering of Canadian dollar denominated notes; in the $3.75 billion Rule 144A/Reg. S offering of floating rate notes and fixed rate notes; £450 million public offering of Sterling denominated notes; the CHF 675 million private offering of Swiss Franc denominated bonds; €2.4 billion public offering of Euro-denominated notes; multiple other offerings.
- **Colfax Corporation**: $460 million public offering of tangible equity units; €350 million Rule 144A offering of Euro-denominated senior notes; $509 million public offering of common stock by selling shareholders; and $306 million public offering of common stock.
- **Moody's Corporation:** $800 million public offer of senior notes; $1 billion Rule 144A offering of senior notes to finance the acquisition of Bureau van Dijk; $300 million public offering of senior notes; and €500 million public offering of Euro-denominated senior notes; multiple other offerings.
- **Hewlett Packard Enterprise:** $1.3 billion public offering of floating rate notes; $1.1 billion Rule 144A offering of notes; and $14.6 billion Rule 144A/Reg S offering senior notes.
- **Fairfax Financial Holdings Limited:** €176 million Rule 144A/Regulation S offering of Euro-denominated senior notes; €600 million Rule 144A/Regulation S offering of Euro-denominated senior notes. (Counsel to Underwriters)
- **Fluor Corporation:** $600 million public offering of senior notes.
- **Noodles & Company:** $85 million follow-on public offering of Class A common stock; $18.5 million private placement of Series A convertible stock and warrants to L Catterton in private placement public entity (PIPE) transaction; $177.75 million public offering of common stock; and $110.89 million initial public offering of common stock.
- **Alliant Energy Corporation:** $700 million Rule 144A offering of senior notes; $125 million "at the market" offering of common stock; and $250 million public offering of senior notes. (Counsel to Underwriters)

Andrew L. Fabens
Partner

afabens@gibsondunn.com
T: +1 212.351.4034
New York

2026 Gibson, Dunn & Crutcher LLP. All rights reserved.
For other information, please visit us at **www.gibsondunn.com**

- **South Jersey Industries:** $660 million public offering of common stock and equity units; $575 million public offering of common stock; and $211.31 million public offering of common stock.
- **Schlumberger Finance Canada Limited:** $1.1 billion Rule 144A offering of senior notes.
- **CoStar Group, Inc.:** $862.5 million public offering of common stock; and the $258.75 million public offering of common stock.
- **Pitney Bowes Inc.:** $700 million public offering of notes; $400 million public offering of notes; and $500 million waterfall fixed-spread tender offer; multiple other offerings.
- **VMware, Inc.:** $4 billion public offering of senior notes.
- **Cardinal Health, Inc.:** $5.2 billion public offering of notes and floating rate notes to finance the acquisition of the patient-recovery business of Medtronic; $1.5 billion public offering of notes issued to finance the acquisition of certain assets of the Cordis business of Johnson & Johnson; and $1.2 billion public offering of notes.
- **Coeur Mining, Inc.:** $250 million Rule 144A offering of senior notes; $200 million establishment of an "at the market" offering program for up to $200 million of common stock; and $150 million Rule 144A/Reg. S offering of senior notes; multiple other offerings.
- **General Electric Company:** €6.5 billion public offering of Euro-denominated notes; $37.5 billion private offer to exchange outstanding debt securities by newly formed finance subsidiary, GE International Funding Company; and €3.15 billion public offering of Euro-denominated notes; multiple other offerings.
- **Chobani, LLC:** $530 million Rule 144A/Reg. S offering of senior notes.
- **Xylem, Inc.:** $900 million public offering of senior notes; and €500 million public offering of Euro-denominated senior notes.
- **Horace Mann Educators Corporation:** $250 million public offering of senior notes.
- **Hewlett Packard Company:** Tender offers to retire up to $8.85 billion of outstanding debt securities; and the $3.4 billion public offering of global notes and floating rate global notes, including global notes to finance the acquisition of Autonomy, multiple other offerings.
- **Tiffany & Company:** $550 million Rule 144A offering of senior notes.
- **AOL Inc.:** $379.5 million Rule 144A offering of convertible senior notes and related note hedge and warrant transactions.
- **Kindred Healthcare Inc.:** $245.81 million public offering of common stock. (Counsel to Underwriter)
- **Arthur J. Gallagher & Company:** $945 million public offering of common stock to finance the acquisition of the insurance brokerage and premium funding operations of Westfarmers, an Australian conglomerate.
- **Carnival Corporation:** $700 million public offering of senior notes.
- **Kraft Foods Group, Inc.:** $9.6 billion registered exchange offer of 144A notes issued to finance spin-off of Kraft Foods Group; $6 billion Rule 144A offering of notes; and $800 million public offering of floating rate notes.
- **Thompson Creek Metals Company:** $350 million public offering of senior secured first priority notes; $220 million public offering of tMEDS units; and $350 million Rule 144A offering of senior notes.
- **Heineken N.V.:** $3.25 billion Rule 144A offering of senior notes including senior notes to fund the acquisition of Asia Pacific Breweries; and $750 million Rule 144A offering of senior notes.
- **Ancestry.com:** $232.7 million follow-on secondary offering of common stock; $99

Andrew L. Fabens
Partner

afabens@gibsondunn.com
T: +1 212.351.4034
New York

2026 Gibson, Dunn & Crutcher LLP. All rights reserved.
For other information, please visit us at **www.gibsondunn.com**

million follow-on offering of common stock; and $100 million initial public offering of common stock.

- **Capital One Financial Corporation**: €1.25 billion public offering of Euro-denominated senior notes; $1.25 billion public offering of senior notes; $2 billion public offering of senior notes; $250 million public offering of floating rate senior bank notes issued by Capital One, National Association; $3 billion public offering of senior notes; $2.5 billion public offering of senior notes; multiple other offerings.
- **Wisconsin Power & Light Co.:** $350 million public offering of debentures; $300 million public offering of debentures; the $250 million public offering of debentures; and $150 million public offering of debentures. (Counsel to Underwriters)
- **Interstate Power and Light Company:** $300 million public offering of senior debentures; $500 million public offering of senior debentures; $250 million public offering of senior debentures; $300 million public offering of senior debentures; the $249.35 million public offering of senior debentures; $200 million public offering of Series D cumulative perpetual preferred stock; $200 million public offering of senior debentures; and $150 million public offering of senior debentures. (Counsel to Underwriters)

Andrew earned his Juris Doctor from Columbia Law School in 2000. He earned a Bachelor of Arts *cum laude* from the University of Michigan in 1989.

Andrew L. Fabens
Partner

afabens@gibsondunn.com
T: +1 212.351.4034
New York

2026 Gibson, Dunn & Crutcher LLP. All rights reserved.
For other information, please visit us at **www.gibsondunn.com**