John T. Gaffney

Partner

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New York



John T. Gaffney is a partner in the New York office of Gibson Dunn and serves as Chair of Gibson Dunn's Cleantech Industry Group. John is also a member of the firm's Power and Renewables, Mergers and Acquisitions, Capital Markets, and Securities Regulation and Corporate Governance Practice Groups. He has extensive experience representing public and private companies in mergers and acquisitions, divestitures, joint ventures, and capital markets transactions. John also advises boards of directors and special committees in corporate governance matters. John has considerable transactional experience advising domestic and international clients across numerous industries, including significant depth in the cleantech, media, telecom, renewable energy, and shipping industries.

John has been ranked as a leading corporate lawyer (Band 1) by *Chambers USA: America's Leading Lawyers for Business* and is described as "a dedicated and detailed lawyer," "excellent, particularly on M&A issues" and "an eminently sensible dealmaker." He has been recognized by *Lawdragon* as a Leading Dealmaker, by the *International Who's Who of Business Lawyers* in Capital Markets as a leading practitioner in domestic and international capital markets transactions and by *The Best Lawyers in America*® in the field of Corporate Law. John was also named BTI Client Service All-Star by *BTI Consulting,* recognizing lawyers "who truly stand out as delivering the absolute best client service."

Prior to joining Gibson Dunn in 2011, John was a partner at an Am Law 100 firm. During his 22 years there, John's practice focused on mergers and acquisitions, divestitures, joint ventures, capital markets transactions and corporate governance matters. In 2008, John left to join his client, First Solar, Inc., the world's largest manufacturer of thin-film photovoltaic solar modules, where he served as Executive Vice President and Chief Legal Officer and led the legal, corporate development and worldwide government affairs functions. In 2010, John joined Solyndra, Inc., a manufacturer of thin-film photovoltaic solar modules, where he served as Senior Vice President, Corporate Development and General Counsel and led the legal, corporate development, worldwide government affairs, and business development-emerging markets functions.

John earned his Juris Doctor and Masters of Business Administration from New York University in 1986. He earned his Bachelor of Arts from The George Washington University in 1982, where he was elected to Phi Beta Kappa.

Representative Transactions*

Selected Mergers and Acquisitions Experience

- Pine Gate Renewables, LLC: Represented Pine Gate Renewables in connection with its $60 million acquisition of Horne Brothers Construction.
- STEM, Inc.: Represented STEM in connection with its $1.35 billion merger with Star Peak Energy Transition Corp., a publicly-traded special purpose acquisition

Capabilities

Mergers and Acquisitions
Aerospace and Defense
Capital Markets
Cleantech
Crisis Management
Emerging Companies / Venture Capital
Energy and Infrastructure
Media, Entertainment, and Technology
Mining and Metals
Power and Renewables
Privacy, Cybersecurity, and Data Innovation
Private Equity
Securities Regulation and Corporate Governance
Sports Law
Tech and Innovation
Technology Transactions

Credentials

Education

New York University - 1986 MBA
New York University - 1986 Juris Doctor
George Washington University - 1982 Bachelor of Arts

Admissions

New York Bar

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company, resulting in STEM becoming a public company.

- Fender Musical Instruments Corporation: Represented Fender Musical Instruments in connection with the sale and purchase agreement in which Servco Pacific Inc. will acquire TPG Growth's shares in the company.
- SB Energy Global Holdings Ltd.: Represented SB Energy in connection with its acquisition of a portfolio of five U.S. solar power plants with a combined capacity of more than 1.7 GW from Intersect Power, LLC.
- Macquarie Infrastructure and Real Assets: Represented Macquarie Infrastructure and Real Assets in connection with its $1.78 billion acquisition of Long Beach Container Terminal from orient Overseas Container Line.
- SolarEdge Technologies, Inc.: Represented SolarEdge in connection with its $85 million acquisition of a majority interest in S.M.R.E. Spa.
- Fender Musical Instruments Corporation: Represented Fender Musical Instruments in connection with its acquisition of the assets associated with the "Bigsby" brand of guitars, vibratos, pedal steels and similar products from Fred W. Gretsch Enterprises, Ltd.
- Evercore Partners and Stifel Financial Corp.: Represented Evercore Partners and Stifel Financial Corp. as financial advisors to Capital Product Partners L.P. in the spin-off of its crude and product tanker business into a separate publicly listed company called Diamond S Shipping Inc., which will merge with DSS Holdings L.P.
- SolarEdge Technologies, Inc.: Represented SolarEdge in connection with its $88 million acquisition of a majority interest in Kokam Co., Ltd.
- Core Nutrition LLC: Represented Core Nutrition in connection with the its $525 million sale to Keurig Dr. Pepper Inc.
- Medley LLC: Represented Medley LLC in connection with the $1.39 billion acquisition of 1.1 million acres of prime East Texas timberlands from Campbell Global in partnership with Catchmark Timber Trust and a consortium of institutional investors.
- Evercore Partners, Inc.: Represented Evercore Partners as financial advisor to Knight Transportation in connection with its merger with Swift Transportation.
- GCL-Poly Energy Holdings Limited: Represented GCL-Poly in its acquisition of the Solar Materials division of SunEdison.
- Xiphos Bio LLC: Represented Xiphos Bio in connection with its acquisition of a minority interest in LAM Therapeutics, Inc., a developer of drugs for the treatment of rare diseases and cancer.
- Evercore Partners, Inc.: Represented Evercore Partners as financial advisor to General Maritime Corporation, an owner of crude tankers, in connection with GMC's merger of equals transaction with Navig8 Crude Tankers Inc.
- Time Inc.: Represented Time Inc. in connection with its acquisition of American Express Co.'s publishing arm, which includes titles such as Food & Wine and Travel & Leisure.
- Steinway Musical Instruments: Represented Steinway in connection with its $512 million sale to Paulson & Co.
- Fender Musical Instruments Corporation: Represented Fender Musical Instruments in connection with the strategic investment by TPG Growth and Servco-Pacific.
- Time Warner Inc.: Represented Time Warner in connection with the $1.225 billion sale of its 50% interest in Comedy Central to Viacom, Inc.
- Time Warner Inc.: Represented Time Warner in connection with the $537.5 million sale of its Time Warner Book Group to Lagardère SCA.
- Time Warner Inc.: Represented Time Warner in connection with its $735 million acquisition of Liberty Media Corporation's 50% interest in Court TV.

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- Time Warner Inc. and Turner Broadcasting System, Inc.: Represented Time Warner and Turner Broadcasting System in connection with the sale of the Atlanta Braves (MLB Franchise) to Liberty Media Corporation.
- Turner Broadcasting System, Inc.: Represented Turner Broadcasting System in connection with its sale of the Atlanta Thrashers (NHL Franchise) and the Atlanta Hawks (NBA Franchise) to Atlanta Spirit LLC.
- Turner Broadcasting System, Inc.: Represented Turner Broadcasting System in connection with the sale of its Turner South regional sports and entertainment network to Fox Cable Networks.
- Turner Broadcasting System, Inc.: Represented Turner Broadcasting System in connection with its acquisition of certain multichannel networks in Latin America from Claxson Interactive Group Inc.
- Time Inc.: Represented Time in connection with its $1.6 billion acquisition of IPC Magazines.
- Time Inc.: Represented Time in connection with the sale of its 50% interest in its Book-of-the-Month Club business to Bertelsmann AG.
- Time Inc.: Represented Time in connection with the sale of its Time4Media Group and its Parenting Group to Bonnier AB.
- Time Inc.: Represented Time in connection with its acquisition of Grupo Editorial Expansion.
- Time Inc.: Represented Time in connection with its investment in the FanNation.com business.
- Time Inc.: Represented Time in connection with the sale of its Time-Life direct marketing music and video business to a joint venture of Ripplewood Holdings and ZelnickMedia.
- Time Inc.: Represented Time in connection with its acquisition of Metros Cubicos, S.A. de C.V. (Mexico).
- Book-of-the-Month Club, Inc.: Represented Book-of-the-Month Club in connection with the sale of certain assets related to Book Club Operations to Doubleday Canada, Ltd.
- Time Warner Cable Inc.: Represented Time Warner Cable in connection with its joint venture with Comcast Corporation and the owners of the New York Mets to create SNY, a regional sports television network.
- Time Warner Cable Inc.: Represented Time Warner Cable in connection with its acquisition of Urban Cable Works.
- Creo Inc.: Represented Creo in connection with is $1 billion acquisition by Eastman Kodak Company.
- Rogers Communications Inc.: Represented Rogers Communications in connection with its $1.5 billion purchase of a 34.2% equity interest in Rogers Wireless Communications Inc. from AT&T Wireless.
- Rogers Wireless Communications Inc.: Represented Rogers Wireless Communications in connection with its $963 million acquisition of Microcell Telecommunications Inc.
- Rogers Communications Inc.: Represented Rogers Communications in connection with its $390 million acquisition of Call-Net Enterprises Inc.
- Overseas Shipholding Group, Inc.: Represented Overseas Shipholding Group in connection with its $1.3 billion acquisition of Stelmar Shipping Ltd.
- Overseas Shipholding Group, Inc.: Represented Overseas Shipholding Group in connection with its $455 million acquisition of Maritrans Inc.
- First Solar, Inc.: Represented First Solar in its acquisition of Turner Renewables Inc.

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- PSEG: Represented PSEG in the $685 million sale of its 50% ownership interest in the Chilean electric distributor Chilquinta Energía S.A. and its 38% ownership interest in the Peruvian electric distributor Luz del Sur S.A.A.
- Ballard Power Systems: Represented Ballard Power Systems in connection with its $348 million acquisition of DaimlerChrysler AG's and Ford Co.'s stakes in two fuel-cell companies, Xcellsis GmbH and Ecostar Electric Drive Systems LLC.
- Ballard Material Products, Inc.: Represented Ballard Material Products in connection with its acquisition of the material carbon business of Textron Systems Corporation.
- Cytec Industries Inc.: Represented Cytec Industries in connection with the sale of its Paper Chemicals Retention and Drainage Aids business and its Fixative Products business to Ciba Specialty Chemicals.
- Cytec Industries Inc.: Represented Cytec Industries in connection with the sale of its Paper Chemicals Sizing and Strengths business to Bayer Corporation.

Selected Capital Markets Experience

Initial Public Offerings

- Underwriters: Represented the underwriters (led by ROTH Capital Partners, LLC) in connection with the $20 million initial public offering of common stock of Montauk Renewables, Inc., a renewable energy company specializing in the recovery and processing of environmentally detrimental methane from landfills and other non-fossil fuel sources for beneficial use as a replacement to fossil fuels.
- SolarEdge Technologies: Represented SolarEdge Technologies in connection with its $126 million initial public offering of common stock.
- Alcon Inc. and Nestlé: Represented Alcon and Nestlé as selling shareholder in connection with the $2.5 billion initial public offering and equity carve-out of Alcon, the largest eye-care company in the world.
- Underwriters: Represented the underwriters (led by Goldman, Sachs & Co., Credit Suisse, JPMorgan and Morgan Stanley) in connection with the $1 billion initial public offering of Class A common stock of Warner Chilcott Limited, a leading specialty pharmaceutical company.
- Underwriters: Represented the underwriters (led by Citigroup, Deutsche Bank Securities and UBS Investment Bank) in connection with the $581 million initial public offering of common stock of Vonage Holdings Corp., a provider of broadband telephone services.
- Underwriters: Represented the underwriters (led by Goldman, Sachs & Co.) in connection with the $630 million initial public offering of Class A common stock of Clear Channel Outdoor Holdings, Inc., related to its spinoff from Clear Channel Communications, Inc.
- Underwriters: Represented the underwriters (led by Deutsche Bank Securities) in connection with the $71 million initial public offering of common stock of Cbeyond Communications, which provides managed Internet Protocol-based communication services to small businesses in select large metropolitan areas.
- Underwriters: Represented the underwriters (led by Merrill Lynch & Co. and Citigroup) in connection with the $215 million initial public offering of common stock of Danaos Corporation, which provides international seaborne transportation services with vessels in the container ship sector of the shipping industry.
- First Solar, Inc.: Represented First Solar, the largest manufacturer of thin film photovoltaic solar modules in the world, in connection with its $459 million initial public offering of common stock.
- Double Hull Tankers, Inc.: Represented Double Hull Tankers in connection with its $200 million initial public offering of common stock related to its spinoff from

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Overseas Shipholding Group, Inc. Double Hull Tankers, Inc. charters large crude oil tankers pursuant to multiyear charters.

- OSG America L.P.: Represented OSG America, the largest operator of U.S. Flag product carriers and barges, in connection with its $143 million initial public offering of common units representing limited partner interests related to its spinoff from Overseas Shipholding Group, Inc.

Equity Offerings

- Algonquin Power & Utilities Corp.: Represented Algonquin Power & Utilities in connection with its upsized public offering of 20,000,000 equity units with proceeds of $1 billion, and in related option to underwriters to purchase up to an additional 3,000,000 equity units.
- STEM, Inc.: Represented STEM in connection with the filing of its Form S-1 resale registration statement relating to the resale of certain shares of STEM common stock and warrants issued or outstanding in connection with STEM's $1.35 billion merger with Star Peak Energy Transition Corp., a publicly-traded special purpose acquisition company, resulting in STEM becoming a public company.
- Piedmont Lithium Limited: Represented Piedmont Lithium in connection with its $13 million public offering of American Depositary Shares.
- Piedmont Lithium Limited: Represented Piedmont Lithium in connection with its SEC registration and first U.S. listing of ordinary shares on NASDAQ.
- Underwriters: Represented the underwriters (led by UBS Securities LLC) in connection with the $210 million offering of common stock of Scorpio Tankers Inc., a provider of marine transportation of petroleum products worldwide.
- First Solar, Inc.: Represented First Solar in connection with its $698 million secondary offering of common stock.
- Double Hull Tankers, Inc.: Represented Double Hull Tankers, a significant owner of crude tanker vessels, in connection with its $120 million secondary offering of common stock.
- Extendicare Inc. and Assisted Living Concepts, Inc.: Represented Extendicare and Assisted Living Concepts in connection with the initial listing and exchange of Class A common stock of Assisted Living Concepts, Inc. for shares of Extendicare Inc.
- Underwriters: Represented the underwriters (led by JPMorgan and Deutsche Bank Securities) in connection with the $114 million secondary offering of common stock of Cbeyond, Inc.
- Underwriters: Represented the underwriters (led by Goldman, Sachs & Co. and Dahlman Rose Weiss, LLC) in connection with the $106 million registered common stock offering of OMI Corporation, a major international owner and operator of crude oil tankers and product carriers.
- Creo Inc.: Represented Creo, a leading developer, manufacturer and distributor of comprehensive digital solutions that automate the prepress phase of commercial printing, in connection with its $50 million common stock offering.
- Underwriters: Represented the underwriters (led by Morgan Stanley) in connection with the $175 million common stock offering of Overseas Shipholding Group, Inc.
- Underwriters: Represented the underwriters (led by Goldman, Sachs & Co. and Merrill Lynch & Co.) in connection with the $143 million secondary offering of common stock of The Reader’s Digest Association, Inc., a preeminent global leader in publishing and direct marketing.
- Rogers Communications Inc.: Represented Rogers Communications in connection with its C$250 million common stock offering. Rogers Communications Inc. is a diversified public communications company engaged in cellular communications, cable television distribution, radio and television broadcasting and publishing

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through its various subsidiaries.

- Underwriters: Represented the underwriters (led by Goldman, Sachs & Co.) in connection with its $246 million offering of common stock of State Street Corporation, a bank holding company that provides services to institutional investors and investment managers worldwide.
- Underwriters: Represented the underwriters (led by Goldman, Sachs & Co.) in connection with its $300 million offering of common stock of State Street Corporation.
- Tower Holding Company, Inc.: Represented Tower Holding Company, a subsidiary of Nestlé S.A., as selling stockholder, in connection with the $190 million common stock offering of the Interstate Bakeries Company, the largest baker and distributor of fresh baked bread and sweet goods in the United States.
- Rogers Wireless Inc.: Represented Rogers Wireless in connection with its C$423 million rights offering.
- Underwriters: Represented the underwriters (led by Goldman, Sachs & Co.) in connection with the $125 million registered offering of depositary shares of Network Plus Corp., a network-based communications provider offering broadband data and telecommunications services.
- Ballard Power Systems Inc.: Represented Ballard Power Systems, a leader in proton exchange membrane fuel cell technology, in connection with its $340 million offering of common stock.
- Underwriters: Represented the underwriters (led by Goldman, Sachs & Co.) in connection with the $100 million Rule 144A offering of convertible preferred shares of RSL Communications, Ltd., a facilities-based communications company.

Debt Offerings

- SolarEdge Technologies, Inc.: Represented SolarEdge Technologies, Inc. in connection with the private offering of $632.5 million convertible senior notes.
- Algonquin Power & Utilities Corp.: Represented Algonquin Power & Utilities in connection with the 144A green bond offering of $600 million senior notes by its US Subsidiary, Liberty Utilities.
- Algonquin Power & Utilities Corp.: Represented Algonquin Power & Utilities in connection with the hybrid public offering of $350 million fixed-to-floating rate subordinated notes.
- Algonquin Power & Utilities Corp.: Represented Algonquin Power & Utilities in connection with the public offering of $250 million fixed-to-floating rate subordinated notes.
- Underwriters: Represented the underwriters (led by Deutsche Bank and Jefferies) in connection with the $25 million senior debt offering by Paragon Shipping Inc.
- Rogers Cable Inc.: Represented Rogers Cable in connection with six 144A/Regulation S secured debt offerings aggregating over $2 billion.
- Rogers Wireless Inc.: Represented Rogers Wireless in connection with four 144A/Regulation S secured debt offerings aggregating over $1.5 billion.
- UBS Investment Bank: Represented the underwriter (UBS Investment Bank) in connection with the $150 million senior debt offering of Overseas Shipholding Group Inc.
- Initial purchasers: Represented the initial purchasers (led by Goldman, Sachs & Co.) in connection with the $200 million 144A/Regulation S high-yield senior debt offering of Overseas Shipholding Group, Inc.
- Underwriters: Represented the underwriters (led by Lehman Brothers) in connection with the $700 million debt offering of State Street Corporation.

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- Underwriters: Represented the underwriters (led by Credit Suisse, Goldman, Sachs & Co. and Morgan Stanley) in connection with the $800 million offering of floating rate capital securities by State Street Capital Trust IV, guaranteed by State Street Corporation.
- Underwriters: Represented the underwriters (led by Goldman, Sachs & Co. and Lehman Brothers) in connection with the $600 million subordinated debt offering of State Street Bank and Trust Company.
- Underwriters: Represented the underwriters (led by Lehman Brothers and Merrill Lynch) in connection with the $400 million subordinated debt offering of State Street Bank and Trust Company, the principal subsidiary of State Street Corporation.
- Goldman, Sachs & Co.: Represented the initial purchasers (Goldman, Sachs & Co.) in connection with the $200 million 144A/Regulation S high-yield senior debt offering of OMI Corporation.
- Cytec Industries Inc.: Represented Cytec Industries, a specialty chemicals and materials company, in connection with its $200 million debt offering.
- Underwriters: Represented the underwriters (led by Goldman, Sachs & Co.) in connection with the $100 million and €100 million 144A/Regulation S high-yield senior debt offering of RSL Communications PLC.

Select Financing Experience

- SB Energy Global Holdings Ltd.: Represented SB Energy, SoftBank's U.S.-based solar and storage platform, in connection with its financing for the construction of two utility-scale projects, Athos I and Athos II, in California.
- SB Energy Global Holdings Ltd.: Represented Softbank subsidiary SB Energy in its $150 million senior revolving credit facility to fund development of renewable capacity and in its $150 million junior term debt facility to fund related projects.
- SB Energy Global Holdings UK Limited: Represented affiliate of SoftBank Energy in connection with its entry into a credit facility with Global Atlantic secured by real estate interests for use in development of California solar power projects with combined capacity of over 450 MWac.

** Includes matters handled by John prior to joining Gibson Dunn.*

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