Hillary H. Holmes

Partner

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Houston Dallas



Hillary H. Holmes is Co-Chair of Gibson Dunn's Capital Markets Practice Group, Co-Partner-in-Charge of the firm's Houston office, and a member of the firm's Executive Committee. She is also a member of the firm's Securities Regulation and Corporate Governance, Mergers & Acquisitions, and Energy & Infrastructure Practice Groups. Recognized for her sound judgment, technical sophistication, and creative approach, Hillary is frequently called upon to lead complex, high-profile transactions and advise clients through critical business and governance decisions.

Hillary's practice is centered on capital markets transactions, where she represents issuers, underwriters, and investors in a broad range of equity and debt offerings, including initial public offerings, follow-on and secondary equity offerings, investment-grade and high-yield debt offerings, PIPE transactions, at-the-market programs, preferred equity financings, and tender offers. She has experience with complex structures such as MLPs, yieldcos, and Up-Cs, and led the largest and first global retail IPO. She regularly advises companies across industries on transformative capital-raising transactions, with particular depth of experience in the energy and infrastructure sectors.

Hillary also regularly advises boards of directors, special committees, and executive leadership teams on public and private mergers and acquisitions, take-private transactions, fiduciary duty matters, internal investigations, and complex governance issues. She also serves as trusted securities and governance counsel to public and pre-IPO companies, helping clients navigate disclosure requirements, SEC regulation, corporate governance best practices, and evolving regulatory developments.

A distinctive part of Hillary's practice is her role as Texas corporate counsel, including advising companies on redomestications to Texas and related governance, legal, and market considerations.

Hillary is consistently ranked among the nation's leading lawyers for capital markets, energy transactions, and corporate matters. Chambers USA and Chambers Global have ranked Hillary in Band 1 in both Capital Markets and Nationwide Energy Transactions for many years. She has been named an Energy MVP by Law360 twice, is a longtime member of the Lawdragon Leading Dealmakers in America and has been recognized by BTI as a Client Service All-Star. Her additional honors include Houston Corporate / Securities Lawyer of the Year (multiple years), Most Effective Dealmaker by Texas Lawyer, One of the 25 Most Influential Women in Energy, Capital Markets Trailblazer, AWA's Premier Woman in Law, Houston Leading Businesswoman, and Law360 40 under 40. She also serves on the invitation-only Corporate Laws Committee of the American Bar Association's Business Law Section (responsible for the MBCA) and the Executive Committee of the KBH Energy Center. She is a recipient of the award for outstanding pro bono service by each of the State Bar of Texas and the Houston Bar Foundation.

Clients and peers describe Hillary to Chambers as "extremely talented" with "excellent

Capabilities

Capital Markets
ESG: Risk, Litigation, and Reporting
Energy and Infrastructure
Mergers and Acquisitions
Oil and Gas
Power and Renewables
Private Equity
Securities Regulation and Corporate Governance
Transportation and Space

Credentials

Education

University of Pennsylvania - 2003 Juris Doctor
Duke University - 1998 Bachelor of Arts

Admissions

Texas Bar

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judgment", noting that her analytical skills are "of the highest quality." They also praise her ability to provide clear, definitive advice on complex matters, calling her "incredibly knowledgeable" and observing that she "has the ability to deliver a definitive answer." Clients and peers regard her as "highly effective in negotiating for her clients" and "such a strong advocate." Equally valued is Hillary's commitment to long-term relationships, with clients describing her as "an incredibly strong and practical lawyer who offers great client service", while others remark that she "really listens to her clients and brings her vast experience to the table." Reflecting the depth of her experience and market reputation, clients have summarized Hillary simply as "the hardest working lawyer I know" and "the best capital markets lawyer I have ever worked with."

Representative Experience

Sample Capital Markets Transactions

Representation of issuers, underwriters, sponsors, boards, and selling shareholders in many of the most significant capital markets transactions in the energy, infrastructure, industrial, and technology sectors, including:

- SpaceX (NASDAQ and NASDAQ TX: SPCX): Represented the issuer in its $86.25 billion IPO, the largest IPO in history with many first-of-its kind innovations.
- WaterBridge Infrastructure (NYSE and NYSE TX: WBI): Represented the underwriters in the company's $677 million IPO, the largest energy IPO since the downturn and the first IPO listed on NYSE Texas, and $150 million 144A high-yield senior notes offering.
- ERock, Inc. (NYSE: EROC): Represented the issuer in its approximately $600 million IPO in the power and data center industry.
- LandBridge Company LLC (NYSE: LB): Represented the underwriters in the company's IPO and concurrent private placement in the land, data center, and energy industry and $625 million of high-yield 144A senior notes offerings.
- Holtec International (NASDAQ: HNUC): Representing the issuer in its proposed nuclear energy industry IPO.
- LyondellBasell (NYSE: LYB): Represented the issuer in multiple investment-grade debt offerings, including its inaugural green bond offering and debt tender offers, totaling more than $4.5 billion.
- Waste Management (NYSE: WM): Represented the underwriters in multiple public bond offerings, totaling more than $8.7 billion.
- Phillips 66 (NYSE: PSX): Represented the issuer in $5 billion of senior notes offerings and a $2 billion hybrid securities offering.
- American Electric Power (NYSE: AEP): Represented the issuer on more than $3.5 billion of equity issuances through at-the-market and forward equity programs; represented subsidiary issuers in billions of dollars of secured and unsecured debt issuances.
- Noble Corporation plc (NYSE: NE): Represented the issuer in a $600 million high-yield secured notes offering financing its acquisition of Diamond Offshore and subsequent $800 million secured notes offering to refinance the target's bonds.
- Solaris Energy Infrastructure (NYSE: SEI): Represented the issuer in its $2.3 billion of high-yield 144A senior secured notes offerings.
- Legacy Owners of Endeavor Energy LP (SGF Capital): Represented the selling shareholder in a $2.2 billion registered secondary offering of Diamondback Energy (NYSE: FANG), one of the largest oil and gas follow-on offerings ever completed.
- Diversified Energy (NYSE: DEC; LSE: DEC): Represented the issuer in its initial U.S. public stock offering and a subsequent secondary offering.
- Helmerich & Payne (NYSE: HP): Represented the company as selling shareholder

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in the secondary offering of ordinary shares of ADNOC Drilling.

- Western Midstream Partners (NYSE: WES): Represented the underwriting syndicate in multiple senior notes offerings to finance organic and inorganic growth, as well as secondary equity offerings by Occidental Petroleum.
- Academy Sports + Outdoors (NYSE: ASO): Represented the issuer in its debut Rule 144A offering of $500 million senior secured notes.
- ProFrac Holding Corp. (NASDAQ: ACDC): Represented the issuer in an $885 million private debt issuance and an $85 million follow-on equity offering.
- Fermi Inc. (NASDAQ: FRMI; LSE: FRMI): Represented the underwriters in its debut 144A offering of $375 million of convertible senior notes.
- Calumet Inc. (NASDAQ: CLMT): Represented the issuer in numerous high-yield notes offerings, exchange offers, consent solicitations, and tender offers at both the parent and project levels.
- Gran Tierra Energy (NYSE and NYSE TX: GTE): Represented the issuer in multiple cross-border Rule 144A/Regulation S secured notes financings and related liability management transactions.
- Hess Midstream (NYSE: HESM): Represented the special committee in significant sponsor share repurchase transactions involving Chevron, Hess Corporation, and Global Infrastructure Partners.
- Aris Water Solutions (NYSE: ARIS): Represented the issuer in its approximately $229 million IPO and subsequent high-yield debt offering, as well as its sustainability-linked bond offering pre-IPO (the first SLB in the oil and gas industry).
- TGS ASA (Oslo: TGS): Represented the issuer in its debut $550 million cross-border Rule 144A/Regulation S secured Nordic bond offering.
- Excelerate Energy (NYSE: EE): Represented the issuer in its $384 million IPO, one of the largest traditional U.S. IPOs completed during the 2022 market slowdown.
- SilverBow Resources (NYSE: SBOW): Represented the issuer in a $148 million follow-on equity offering and related acquisition financing transactions.
- Regular underwriters counsel in public and private capital raises involving leading financial institutions, including Bank of America, Barclays, Cantor, Citigroup, Goldman Sachs, J.P. Morgan, Morgan Stanley, Evercore, Jefferies, RBC, Piper Sandler, Scotiabank, TD Securities, and Truist.

Mergers & Acquisitions

Representation of public and private companies, boards of directors, special committees, conflicts committees, sponsors, and financial advisors in transformational mergers, acquisitions, divestitures, restructurings, take-private transactions, and Texas redomestications, including:

Sample Representations and Board Advisory Experience

- SpaceX (NASDAQ and NASDAQ TX: SPCX): Represented the company in its $1.25 trillion acquisition of xAI, one of the largest announced corporate transactions in history.
- Coterra Energy (NYSE: CTRA): Represented the company in its $58 billion merger with Devon Energy (NYSE: DVN).
- Contango Oil & Gas (NYSE: MCF): Represented the company in its $5.7 billion sale transaction to KKR’s oil and gas platform creating Crescent Energy.
- Ovintiv Inc. (NYSE: OVV): Represented the company in its $4.2 billion acquisition and divestiture transactions involving EnCap-backed assets.

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- SilverBow Resources (NYSE: SBOW): Represented the company in its $2.1 billion merger with Crescent Energy, as well as strategic acquisitions of Sundance Energy and Chesapeake's Eagle Ford assets.
- Aris Water Solutions (NYSE: ARIS): Represented the company in its $2.0 billion merger with Western Midstream Partners.
- Diversified Energy (NYSE: DEC): Represented the company in its $1.275 billion acquisition of Maverick Energy from EIG.
- American Midstream Partners (NYSE: AMID): Represented the company in the $1.2 billion take-private acquisition by ArcLight Energy Partners.
- Mesquite Energy, Inc.: Represented the company in the sale of substantially all assets valued at approximately $1 billion.
- CenterPoint Energy (NYSE: CNP): Represented the company in the $2.62 billion sale of Vectren Energy Delivery of Ohio to National Fuel Gas.
- USD Partners (NYSE: USDP) and US Development Group LLC: Represented the companies in the sale of rail-terminal and offshore logistics assets.
- Concho Resources (NYSE: CXO): Represented the company in its $9.5 billion merger with Permian Resources.

Sample Special Committee Representations

- Hess Midstream (NYSE: HESM): Represented the conflicts committee in its $6.2 billion acquisition of Hess Infrastructure Partners and related conversion into Up-C structure with Hess Corporation and Global Infrastructure Partners.
- Shell Midstream Partners (NYSE: SHLX): Represented the independent conflicts committee in Shell plc's take-private of Shell Midstream Partners (years after leading the largest MLP IPO in history of SHLX).
- BP Midstream Partners (NYSE: BPLX): Represented the conflicts committee in BP plc's (NYSE: BP) take-private of BP Midstream.
- EagleRock Land (NYSE: EROCK): Represented the special committee in connection with the company's first major acquisition since its IPO.
- Atlas Corp. (NYSE: ATCO): Represented the special committee in the take-private transaction by various controlling shareholders.
- Holly Energy Partners (NYSE: HEP): Represented the independent conflicts committee in HF Sinclair's (NYSE: DINO) take-private of Holly Energy Partners.
- Rattler Midstream LP (NASDAQ: RTLR): Represented the independent conflicts committee in Diamondback Energy's (NASDAQ: FANG) take-private of Rattler Midstream.
- Landmark Infrastructure Partners (NASDAQ: LMRK): Represented the conflicts committee in DigitalBridge's take-private of Landmark.
- Green Plains Partners (NASDAQ: GPP): Represented the independent conflicts committee in Green Plains Inc.'s take-private of Green Plains Partners.
- Battalion Oil (NYSE: BATL): Represented the special committee in connection with the company's proposed related party transactions.
- Vine Energy (NYSE: VEI): Represented the special committee in connection with the company's $2.2 billion sale to Chesapeake Energy (NASDAQ: CHK).

Sample Financial Advisor Representations

- Intrepid Financial Partners: Represented Intrepid in numerous financial advisory engagements, including as financial advisor to Harold Hamm in the $27 billion take-private of Continental Resources, one of the largest energy take-private transactions ever completed; as financial advisor to the conflicts committee of

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Energy Transfer in the company's strategic joint venture with Sunoco LP; as financial advisor to EnVen Energy Corporation in its $1.1 billion sale to Talos Energy; and as financial advisor to Southwestern Energy in its $1.85 billion acquisition of GEP Haynesville.

- Houlihan Lokey: Represented Houlihan Lokey in numerous financial advisory engagements, including Stonepeak's $6.2 billion acquisition of Teekay LNG Partners; Crescent Energy's $2.5 billion acquisition of Vital Energy; and the proposed take-private of Martin Midstream Partners.
- Lazard: Represented Lazard in numerous financial advisory engagements, including Constellation's $26.6 billion acquisition of Calpine; Tellurian Inc.'s $1.2 billion sale to Woodside Energy Inc.; and Carrizo Oil & Gas' $3.2 billion sale to Callon Petroleum (involving a revised exchange ratio).
- Evercore Inc.: Represented Evercore in numerous financial advisory engagements, including in connection with EQT Midstream's $1.15 billion separation from EQT; and the $495 million take-private of Sisecam Resources.
- Guggenheim Partners: Represented Guggenheim in connection with EQT's $450 million acquisition of Equitrans and Summit Midstream's acquisition of Tall Oak from Tailwater.
- Moelis & Company: Represented Moelis as financial advisor to Viper Energy in its approximate $4.1 billion acquisition of Sitio Royalties Corp.

Sample Texas Corporate Law and Governance Transactions

- Exxon Mobil Corporation (NYSE: XOM): Represented the company in its landmark redomestication from New Jersey to Texas.
- eXp World Holdings (NASDAQ: EXPI): Represented the company in its redomestication from Delaware to Texas.
- Natural Gas Services Group (NYSE: NGS): Represented the company in its redomestication from Colorado to Texas.
- Calumet, Inc. (NASDAQ: CLMT): Represented the company in its conversion from a publicly traded master limited partnership to a corporation.
- Nasdaq, Inc.: Represented Nasdaq in the formation of Nasdaq Texas, LLC and recognition by the Texas State Securities Board, creating a Texas-based national stock exchange.
- Advised publicly listed companies in listing on NYSE Texas, Nasdaq Texas, and TXSE.
- Texas corporate law counsel to pre-IPO corporations, including SpaceX, in preparing governance documents.

Education

Hillary earned her Juris Doctor from the University of Pennsylvania Law School. She received a Certificate in Public Policy Studies and Management from the Wharton School of the University of Pennsylvania. Hillary earned her Bachelor of Arts in Public Policy Studies and Women's Studies, *cum laude*, from Duke University.

While at Duke, she was president of the largest student organization and was invited by the University to join the Board of Advisors. While at Penn, she served as an editor on the *Journal of Constitutional Law* and as the law student representative on the University Board of Trustees.

Leadership

A founding member of Gibson Dunn's Houston office, Hillary currently serves on the firm's Executive Committee, co-chairs the Capital Markets practice group globally, and co-

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heads the Houston office.

Hillary serves on the invitation-only Corporate Laws Committee of the American Bar Association, is a long-time officer of the Society for Corporate Governance's Houston Chapter, and is an active member of the Executive Council of the KBH Energy Center at the University of Texas. She is a longtime member of the Leadership Committee of 50/50 Women on Boards Houston and founded the annual program Board Readiness for Women Legal Professionals.

In addition, Hillary actively supports charitable causes that expand equal access to resources in Texas, currently serving on the boards of EMERGE as Vice Chair, Harrison's Heroes, and the Sam Houston Area Council of Scouting America.

Learn more about Hillary in her Portia Project Interview from September 2024.

Pro Bono

Hillary was the recipient of the Pro Bono Excellence Award from the State Bar of Texas and the Heart of Pro Bono Award from the Houston Bar Association. Hillary is committed to legal work on a pro bono basis, with a particular focus on supporting women who have experienced domestic violence and serving nonprofit organizations in their governance and growth needs. Hillary previously served as Chair of Gibson Dunn's Houston Pro Bono Program, on the Board of Directors of Houston Volunteer Lawyers, and on the Board of the Houston Bar Foundation.

Select Professional Recognitions

- Band 1 for Capital Markets: Debt & Equity – Central United States, *Chambers USA* and *Chambers Global*, 2019-2026 (the only woman and the youngest lawyer in the top tier for several years)
- Band 1 for Energy: Oil & Gas Transactional – Nationwide, *Chambers USA and Chambers Global*, 2018-2026 (the only woman in the top tier)
- Band 1 for Capital Markets: Debt & Equity – Texas, *Chambers USA*, 2015-2026
- Band 2 for Texas: Corporate/M&A, *Chambers USA*, 2020-2026
- 500 Leading Dealmaker in America, *Lawdragon*, 2020-2025
- Energy MVP, *Law360*, 2022, 2023
- Client Service All-Star, *BTI Consulting*, 2025
- Lawyer of the Year Finalist: Capital and Solutions, *American Lawyer*, 2026
- Lawyer of the Year: Securities / Capital Markets Law, Houston, (peer selected), *Best Lawyers*, 2027
- Lawyer of the Year: Corporate Law, Houston, (peer selected), *Best Lawyers*, 2023, 2025
- "The Legends", *Lawdragon*, 2025
- Influential Woman of the Year, *Texas Lawyer*, 2026
- "25 Most Influential Women in Energy", *Hart Energy*, 2022
- America's Top Women Lawyers, *Forbes,* Inaugural List, 2026
- Leading Woman in Energy, *Texas Lawyer*, Professional Excellence Awards, 2022
- "Most Effective Dealmaker", *Texas Lawyer* Professional Excellence Awards, 2019
- Top Eight Capital Markets Lawyers Under 40 ("Rising Stars"), *Law360*, 2015 (the only lawyer in Texas)
- "Finance, Banking and Capital Markets Trailblazer", *The National Journal*, 2019
- "40 under 40 in Houston Business", *Houston Business Journal*, 2015

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- Sole Recipient of the Woodrow B. Seals Outstanding Young Lawyer Award, Houston Young Lawyers Association, 2014
- GRIT Award – Executives Category, by ALLY Energy, 2021
- "Leading Women Who Mean Business" by the Houston Business Journal, 2018
- Premier Women in Law Award, Association of Women Attorneys – Houston Chapter, 2017
- "Women in the Fast Lane Role Model", Houston Area Women's Chamber of Commerce, 2017
- Leadership Forum Class, Center for Houston's Future, Fall 2016
- Best Lawyers, Corporate, Securities/Capital Markets, and Energy, 2016-2027
- Texas Super Lawyer, *Thomson Reuters*, 2018-2024
- Texas Super Lawyer-Rising Star, *Thomson Reuters*, 2007-2017
- "Energy & Projects Lawyer of the Year" Nominee (Up and Coming), *Chambers USA* Women in Law, 2013
- Recognized in The Legal 500 U.S., 2013, 2015-2017, 2021
- "Professional on the Fast Track", H magazine, 2009

Sample Publications and Presentations

- Panelist: Developments in the Capital Markets, PLI's Institute on Securities Regulation, November 2026
- Moderator: Fireside Chat with the SEC's Division Directors, Government Efficiency Summit, October 2026
- Panelist: The Energy Moonshot: Space, Infrastructure, and Strategic Advantage, 12th Annual KBH Energy Center Fall Symposium, September 2026
- Panelist: A Comparison of Key Provisions of the Model Business Corporation Act and Delaware, Nevada, and Texas Corporate Statutes, ABA Business Law Section Fall Meeting, September 2026
- Speaker: Developments in Capital Markets, University of Richmond Law & Business Forum, September 2026
- Op-Ed: Why companies are choosing Texas and why competition is good for America, Financial Times, May 2026
- Lecturer: Energy Capital Markets and M&A, Energy Leadership Cohort, Greater Houston Partnership, April 2025 and April 2026
- Webcast: Capital Markets Review: Mid Year 2026, July 2026
- Panelist: Texas and Delaware Developments, Law and Commerce Summit, May 2026
- Panelist: KPMG Board Leadership Conference, Texas, Delaware, and Nevada Law for Directors, March 2026
- Co-Author: Texas Corporate Law Update, What Officers and Directors Need to Know, March 2026
- Speaker: Strategy in the Boardroom, Society for Corporate Governance Essentials Conference, February 2026
- Texas General Counsel Forum Webcast: Recent Developments in Texas Corporate Law – What You Need to Know, November 2025
- Client Alert: SEC Proposes Amendments to Permit Optional Semiannual Reporting by Public Companies, April 2026
- Co-Author: Less Disclosure, More Questions: Evaluating the SEC's Semiannual

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Reporting Proposal, Texas Lawbook, May 2026

- Webcast: Capital Markets: PIPE Transactions, March 2026
- Editorial Board: Insights: The Corporate and Securities Law Advisor
- Co-Editor: Securities Regulation and Corporate Governance Monitor
- Co-Author: Summary of Public Company Director Education Opportunities, Quarterly Publication
- Co-Founder/Host: Annual Board Readiness for Women Legal Professionals Seminar, 2024-2026
- Co-Founder and Presenter: KBH Energy Center + Gibson Dunn: The Future of Energy in Texas, November 2025
- Webcast: Dexit Heats Up: Update on Texas Law, September 2025
- Co-Author: The Comprehensive Reference Guide for Directors and Officers: 2025 Amendments to the Texas Corporate Statute, July 2025
- Co-Author: Lone Star Governance: Recent Amendments to the Texas Corporate Statute, *Harvard Law School Forum on Corporate Governance*, June 2025
- Webcast: Recent Developments in Delaware and Texas Corporate Law: What You Need to Know, June 2025
- Panelist: Energy Capital Markets and M&A, Daniel Energy Partners Executive Forum, 2023-2025
- Speaker: Joint Ventures, Texas State Bar CLE, Choice, Governance & Acquisition of Entities, May 2025
- Host and Presenter: The Future of Energy and Capital in Texas, April 2025
- Speaker: Privilege for In-house Lawyers, Houston Society for Corporate Governance, April 2025
- Speaker: Good Governance in Public Companies, Society for Corporate Governance Essentials Conference, February 2025
- Webcast: IPO and Public Company Readiness: Corporate Governance Considerations, November 2024
- Founder and Host: Exploring ESG in Energy Educational Series, 2020-2024
- Webcast: The What, Why and How of Spin-Offs, May 2024
- Moderator: General Counsel Insights, Society for Corporate Governance, 2023, 2024, 2025
- Speaker: ESG as an Opportunity and a Challenge in the Energy Industry, Duke University Alumni Association Energy Breakfast Series, December 2023
- *Securities and Exchange Commission's (SEC) Small Business Forum*: The State of Capital Raising in the United States (Report delivered to U.S. Congress) (link), April 2023
- Speaker: Driving Diversity in the Law and Leadership, March 2021-2025
- Speaker: The Role of Private Equity in the Energy Transition, IEL Annual Energy Law Conference, February 2023
- Author: Energy Industry Reacts to SEC Proposed Rules on Climate Change: A survey and analysis, *Harvard Law School Forum on Corporate Governance*, September 2022
- Speaker: Role of the Board of Directors in Strategy, Hart Energy Conference, September 2022
- Webcast: Raising Capital in a Challenging Environment, September 2022
- Speaker: Energy M&A Developments, Annual Texas CPA Energy Forum, August

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2022

- Presenter: How ESG Provides Opportunities for Natural Gas Companies, American Gas Association, 45th Annual Legal Forum, July 2022
- Webcast: The Role of ESG in Capital Markets, May 2022
- Speaker: ESG in Energy – Managing Risk and Leveraging Opportunity, Energy Infrastructure Council Investor Conference, May 2022
- Strafford Webinar: Preferred Stock Basics and Developments, May 2022
- Speaker: CCBJ's Energy Industry Leadership Forum, April 2022
- Speaker: Institute of Energy Law, ESG's Role in M&A, April 2022
- Client Alert: Summary of and Considerations regarding SEC Proposed Climate-Related Disclosure Rules, April 2022
- Speaker: The Business Imperative for ESG, Women's Energy Network National Conference, March 2022
- Speaker: Corporate Board Diversity Standards and Their Effects, American University Business Law Review Symposium, March 2022
- Speaker: ESG Developments – Comparison of US and South Africa, Hosted by Cape Town Stock Exchange, February 2022
- Speaker: Common Pitfalls in Drafting LLC and LP Agreements, Essentials in Business Law Conference of the State Bar of Texas, February 2022
- Webcast: Guide to Direct Listings, Strafford Webinar, February 2022

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