

# Texas Counsel – Incorporating or Reincorporating in Texas

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Gibson Dunn offers a multidisciplinary team with deep expertise in Texas corporate law, corporate governance, securities regulation, shareholder proposals and relations, shareholder litigation, and Texas political strategy. We are uniquely positioned to advise companies on redomestication from anywhere in the United States to Texas.



Gibson Dunn combines world class expertise on governance and securities with expert knowledge on Texas law. Gibson Dunn lawyers have advised numerous Fortune 100 and energy-sector leaders on complex restructurings and redomicile transitions. Our team includes nationally recognized thought leaders who have helped shape Texas's evolving legal framework and have deep connections with the Governor's office, leaders of the business community and the other players shaping the future of the State. Gibson Dunn attorneys bring extensive experience navigating institutional investor dynamics, proxy advisory firm expectations, and activist challenges. We deliver a tailored, efficient, and strategic plan that aligns with our client's governance goals, shareholder expectations, and long-term strategy.

We bring a proven track record of excellence advising the world's leading public

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companies on complex governance matters, with deep expertise in navigating the corporate law considerations, securities implications, and shareholder expectations inherent in a change of jurisdiction. We also bring deep expertise in Texas law and policy. Our nationally recognized corporate governance and capital markets teams—working seamlessly with our Texas-based lawyers—combine sophisticated legal analysis with a pragmatic approach. With a significant presence in Texas and trusted relationships across the state's business and regulatory communities, Gibson Dunn delivers not only technical precision, but also practical insight on how to help companies prepare for even greater opportunities in the nation's most dynamic business environment.

## Securities Regulation and Corporate Governance

## Capital Markets

Gibson Dunn has played an active role in guiding clients through the strategic considerations associated with shifting corporate domicile from other states to Texas. Our team has advised several companies regarding whether to move to Texas and preparing to move to Texas. Gibson Dunn lawyers shaped the development of the Texas Business Courts before their commencement in 2024 and have extensive experience with the Court since its inception. We have conducted an analysis and provided advice on pending litigation with respect to SB 2337 and with respect to constitutionality and other open questions on other recent changes to the TBOC. We advise corporate clients, as well as proxy firms, institutional shareholders, and others involved with public companies and shareholder relations. Our lawyers closely monitor and advise clients on the evolving Texas legal landscape, including the passage of SB 29 in 2025, which significantly enhanced director protections, reduced exposure to derivative litigation, and codified favorable presumptions under the business judgment rule for Texas entities. We have published extensively on the implications of choosing Texas, helping clients understand differences in areas such as choice of law, use of the Texas Business Court, successor liability, sandbagging, material adverse effect provisions, and lost premium damages.

## Dallas

## Houston

Our lawyers continue to play an integral role in the development of Texas as a destination for US businesses and a model for a sophisticated corporate legal system. Examples follow:

- Gibson Dunn lawyers have connections with key Texas policy makers and have partnered with other lawmakers and Texas State Senators to draft and implement amendments to the Texas Code of Business Organizations.
- Gibson Dunn partners helped shape the legislation that, in 2023, ultimately created the Texas Business Courts, which already are transforming the nature of Texas commercial litigation and restoring balance to many jurisdictions. Gibson Dunn partners have active litigation matters in a number of those courts already.
- Our lawyers know on a personal level the business court judges in Austin, Houston, and Dallas—the three major courts—as well as all three justices on the 15th court of appeals.
- One of our Texas partners created the premier corporate governance program at Texas A&M Law School designed to bring together local and national expertise on the Texas corporate law market and support the Texas Business Court and its judges.

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- Our lawyers are involved with the support of the three stock exchanges in Texas.
- Our lawyers have deep connections, and serve on boards with prominent leaders of the business community involved in development of the State's business initiatives.
- Our lawyers have deep relationships with Texas government officials.

These connections within Texas help our clients take full advantage of the opportunity present by Texas reincorporation.

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