



Corporate Practice





For 175 years, Baker Botts has been among the leading law firms in the world. Today, with 725 lawyers based in 14 offices around the world, the firm ranks among the largest global law firms in scope and influence.

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Baker Botts handles a full range of corporate, securities and financing matters, including mergers and acquisitions, public and private securities offerings and institutional and other specialized financings.

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"They are very proactive and good at guiding me through the challenges of doing transactions; very on the ball."—*Chambers Global*, 2015

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WHO WE ARE

Baker Botts handles a full range of corporate, securities and financing matters, including mergers and acquisitions, public and private securities offerings and institutional and other specialized financings.



Our corporate group is recognized for its depth of experience; several of our lawyers have served as general counsel and in-house counsel at publicly traded companies. Our transactional practice consistently ranks highly in top industry surveys.



WHAT WE DO

Merger, Acquisition and Joint Venture Transactions | Capital Markets/Securities Offerings | General Corporate | Banking & Finance | Private Equity | Financial Restructuring



MERGER, ACQUISITION AND JOINT VENTURE TRANSACTIONS

The scope of our merger and acquisition work includes both domestic and global transactions. We have participated in negotiated merger and acquisition transactions ranging in size from small domestic transactions to multi-billion international transactions.

Between 2012 through 2015, the firm handled more than US\$475 billion worth of M&A transactions.

We handle a variety of international business transactions and regulatory problems in acquisitions on behalf of numerous domestic and foreign clients. Our lawyers are experienced in all aspects relevant to a business acquisition, sale or combination, including corporate, securities, tax, oil and gas, antitrust, energy regulation, employee benefits, environmental law and litigation. We have represented clients and advised special committees of the board of directors in restructurings, recapitalizations, leveraged buyouts, management

buyouts, spin-offs and split-offs. The firm's lawyers have substantial international tax and business structuring experience and are particularly attuned to addressing the tax and accounting treatment issues for U.S.-based companies in their businesses outside the U.S. We frequently represent various global investment banking firms acting as financial advisers in mergers and acquisitions.

CAPITAL MARKETS/SECURITIES OFFERINGS

The firm's capital markets lawyers handle public and private securities offerings of equity, debt and convertible securities for issuers, selling shareholders, underwriters and financial advisers. Transactions include initial public offerings, secondary offerings, shelf registrations, Rule 144A offerings, spin-off transactions, American depositary receipt offerings and standby redemptions.

We regularly represent borrowers, major banks and insurance companies and global merchant and investment banking firms in connection with private placements, corporate and commercial



lending, structured and project financings, leveraged leases and other forms of financings, as well as in regulatory matters. We have also represented companies and underwriters in numerous consolidation or roll-up transactions. We handle business restructurings, venture capital and other early-stage and specialized financings in both domestic and international contexts. We serve both our existing clients and new, growing businesses, particularly in the energy, energy services, power, communications and high technology industries. We work with our clients to assist in the design of new and innovative securities.

The firm is also one of the pioneers and market leaders in Master Limited Partnership (MLP) IPOs and post-formation issuances of debt or limited partner interests.

GENERAL CORPORATE

In addition to our representation of corporate clients in transactional matters, we have substantial experience in counseling clients in general corporate matters such as:

- compliance with the Sarbanes-Oxley and the corporate governance requirements of the NYSE, NASDAQ and other securities markets
- periodic reporting and compliance issues associated with the Securities Exchange Act of 1934, including preparation and filing of reports on all relevant forms
- issues relating to the Exchange Act
- issues relating to the Williams Act
- preparation for annual meetings, including preparation of proxy statements and annual reports and advice regarding shareholder proposals
- corporate governance matters, including responsibilities of Boards of Directors and all committees
- listing of securities on and compliance with the rules of stock exchanges





- sales of securities under Rule 144A
- compliance with the FCPA
- quarterly earnings releases and analyst conference calls
- public disclosure of other material developments and transactions
- insider trading policies and considerations.

BANKING & FINANCE

Our lawyers have extensive experience in the representation of foreign and domestic financial institutions, corporate borrowers, securities issuers and other users of capital, intermediaries and other participants in a wide variety of financing transactions and financial restructurings.

Institutional clients include banks, insurance companies, other institutional investors and commercial financing and leasing companies.

The group assists clients throughout the world in providing or obtaining financing through a broad array of vehicles and structures, including commercial credit facilities, private placements, asset securitizations, leveraged leases and other

structured financings, leasing transactions and hedging and other derivatives transactions.

PRIVATE EQUITY

Baker Botts counsels private equity funds in complex and sophisticated transactions. Our private equity client base consists of many leading private equity funds, including buyout, growth, mezzanine, special situations, and venture capital funds.

Our lawyers work together to provide a seamless service to private equity firms of all sizes, across the United States, Europe and Asia.

In addition to providing top of the line transactional advice, we also provide our private equity clients with experience across a range of disciplines including the ability to:

- Help clients raise funds efficiently through our fund formation team
- Execute across all financing structures through our private equity finance team
- Provide clients best in class tax, executive compensation and employee benefits advice



In addition, we provide a full service offering to our private equity clients and their portfolio companies, including antitrust, governance, employment, litigation, intellectual property, real estate, environmental, government contracts and regulatory advice.

FINANCIAL RESTRUCTURING

Baker Botts' financial restructuring lawyers guide and advise its clients through the treacherous terrain of out-of-court workouts, reorganization cases and liquidations. Our practice spans virtually every major industry and geographic region of the country and includes representation of financially-troubled companies, creditors, committees, asset acquirers and financial institutions in every aspect of complex reorganization proceedings.



OUR ACCOLADES

Our Corporate Practice consistently ranks highly in surveys by various prestigious publications.



“Baker Botts has a leading reputation in energy-sector M&A and continues to take pivotal advisory roles in numerous headline and bet-the-company transactions.”

—*The Legal 500 U.S.* 2015

“Baker Botts’ practice frequently successfully defends challenges by shareholders to many of the U.S.’ largest and most complex mergers.”

—*The Legal 500 U.S.* 2015

“They are very proactive and good at guiding me through the challenges of doing transactions; very on the ball.”

—*Chambers Global* 2015

“Outstanding. Thorough knowledge of the markets and good ancillary services.”

—*Chambers USA* 2015

AUSTIN
BEIJING
BRUSSELS
DALLAS
DUBAI
HONG KONG
HOUSTON
LONDON
MOSCOW
NEW YORK
PALO ALTO
RIYADH
SAN FRANCISCO
WASHINGTON

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