

Edward A. Gilman



Partner

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Ted's practice includes corporate and securities law, predominantly in the context of entrepreneurial and emerging growth companies. Ted represents several publicly traded companies with respect to their 1934 Act filings. He also has a transaction-based practice, focusing on private equity and debt offerings, public equity offerings, and mergers and acquisitions. His experience includes representation of both acquirers and targets in a variety of public-public and public-private business combination transactions, as well as issuers, underwriters and venture capital firms in public and private securities offerings. He also has a thorough understanding of the Texas and Delaware corporation laws and the periodic reporting requirements of publicly held companies.

REPRESENTATIVE EXPERIENCE

- Represented a broker-dealer in its issuance of approximately \$225 million in debt and equity securities
- Represented a venture capital backed company in its sale to a public company acquirer
- Represented a satellite and terrestrial telecommunications network company in multiple transactions resulting in the issuance of over \$750 million of equity securities
- Represented a company in its review of its historical stock option grant and exercise practices
- Represented a home building and land development company in its initial public offering and restructuring transaction

Private Placements

Public Companies:

- Represented a satellite and terrestrial telecommunications network company in issuance of \$408 million of preferred stock
- Represented a satellite and terrestrial telecommunications network company in issuance of \$131 million of common stock
- Represented a satellite and terrestrial telecommunications network company in issuance of \$30 million of common stock
- Represented a critical power solutions company in issuance of \$20 million of common stock
- Represented a land development and home building company in \$10 million issuance of convertible notes

INDUSTRIES

Biotechnology, Life Sciences and Medical Devices
Finance
Internet/E-Commerce
Investment Funds
Private Equity
Real Estate
Software/Electrical
Technology
Technology and Emerging Companies
Venture Capital

PRACTICES

Capital Markets
Corporate
Governance
Initial Public Offerings (IPO)
Mergers and Acquisitions
Private Equity
Securities
Technology and Emerging Companies
Venture Capital

EDUCATION

JD, 1997, The University of Texas School of Law
BBA, 1994, The University of Texas at Austin

ADMISSIONS

Texas 1997

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- Represented a land development and home building company in \$7 million issuance of convertible notes
- Lead investor counsel in several PIPE transactions totaling in excess of \$100 million in invested capital

Private Companies:

- Represented companies and investors in private placement transactions involving both equity and debt securities financing transactions

Public Offerings

Issuer Counsel:

- Issuer counsel to a network storage solution company in a \$67.5 million IPO
- Issuer counsel to a critical power solutions company in a \$136 million IPO
- Issuer counsel to a software for telecommunications carriers company in a \$100 million public offering
- Issuer counsel to a land development and home building company in a \$16.25 million public offering

Underwriter Counsel:

- Underwriter counsel to a banking software company in a \$56.1 million IPO
- Underwriter counsel to a wireless broadband mobility company in a \$78.2 million IPO
- Underwriter counsel to a data management and integration software company in a \$45.3 million public offering

1934 Act Representation

- Regularly counsels publicly traded companies regarding their general corporate and 1934 Act compliance matters

M&A Transactions

- Counsel to IP networking company acquiror in its \$236 million acquisition of a DSL products company
- Counsel to target, a B2B commerce company, in a \$61 million acquisition by a B2B e-commerce solutions company

PUBLICATIONS

- SEC Offers Additional JOBS Act Guidance (May 16, 2012)
- SEC's Division of Corporation Finance Issues JOBS Act Guidance (April 18, 2012)
- Congress Passes the JOBS Act to Ease IPO Process for "Emerging Growth Companies" and Enhance Capital Formation (March 28, 2012)
- ISS Publishes Guidance on New Methodology for Evaluating Pay-for-Performance Alignment and Updates to its Governance Risk Indicators (January 10, 2012)
- ISS Publishes 2012 Updates to Benchmark U.S. Proxy Voting Guidelines (December 1, 2011)
- Recent Ruling Allows a Shareholder Lawsuit to Proceed After a Negative Say-on-Pay Vote: Quirk or Harbinger? (October 6, 2011)
- DC Circuit's Proxy Access Decision to Stand, but SEC to Allow "Private Ordering" of Proxy Access (September 20, 2011)
- Oil and Gas Companies Should Expect Increased SEC Scrutiny of Operations and Reserves (September 6, 2011)
- PCAOB Floats Possibility of Mandatory Audit Firm Rotation *Financial Fraud Report (January 2012)* (August 31, 2011)
- DC Circuit Panel Vacates Proxy Access Rule (July 28, 2011)
- PCAOB Considers Changes to Standards for Auditors' Reports on Audited Financial Statements *Financial Fraud Report (November/December 2011)* (July 6, 2011)
- SEC Proposes Rules for Compensation Committees and Compensation Advisers (April 21, 2011)
- SEC Proposes Rules to Implement the Dodd-Frank Act's Mine Safety Disclosure Requirements (January 25, 2011)

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- SEC Proposes Disclosure Rules for Payments by Resource Extraction Issuers (January 13, 2011)
- SEC Issues Interpretive Guidance Regarding Liquidity and Capital Resources Disclosures (October 20, 2010)
- SEC Proposes Enhanced Short-Term Borrowing Disclosure Rules (October 20, 2010)

PROFESSIONAL RECOGNITION

- Texas Rising Star, *Texas Monthly* (2005, 2006)

BRIEFINGS, SEMINARS & SPEECHES

- ATC/RISE RAVE 3.0 (June 29, 2010)
- "PIPE Transactions" University of Texas Venture Fellows MBA Project, Austin Texas (November 19, 2008)

AFFILIATIONS

- Travis County Bar Association
- Austin Young Lawyers Association
- State Bar of Texas

PRESS RELEASES

- Andrews Kurth Launches Start-Up Organization Package (January 28, 2010)
- Andrews Kurth Selects Eight New Partners for 2007 (November 6, 2006)