

Gislar Donnenberg



Partner

600 Travis
Suite 4200
Houston, TX 77002
P: 713.220.4322
F: 713.238.7167
gdonnenberg@andrewskurth.com

Gislar's primary practice focuses on corporate/securities transactions. Representing a broad range of both public & private companies, Gislar's transaction experience includes issuer and underwriter representation in public offerings of equity and debt, mergers, business combinations and acquisitions, special committee representations, private placements, publicly traded limited partnerships and royalty trusts, all with a focus on energy companies (including exploration and production, natural gas, crude oil and product pipelines, terminaling and storage) as well as drilling services, aviation, chemicals and health care. He also regularly assists public company clients with corporate governance issues, including advising audit and compensation committees, helping clients to comply with the Sarbanes-Oxley Act, U.S. Securities and Exchange Commission rule making and interpretations, and the listing requirements of securities exchanges.

REPRESENTATIVE EXPERIENCE

- Represented issuer in \$202 million exploration & production MLP IPO
- Represented underwriters in \$247 million storage MLP IPO
- Represented underwriters in \$353 million fertilizer MLP IPO
- Represented MLP issuers in an aggregate \$2.2 billion follow-on equity and debt offerings in 2011
- Represented underwriters in an aggregate \$2.9 billion of MLP follow-on equity and debt offerings in 2011
- Representation of private equity fund in \$200 million exploration & production joint venture
- Issuer (natural gas pipelines) in initial public offering of NYSE-listed publicly traded limited partnership (MLP)
- Issuer (pipeline and terminaling) in equity follow-on offering
- Underwriters in several follow-on equity offerings for pipeline and storage MLP issuers
- Underwriters in follow-on offering of pipeline MLP general partner holding company
- Underwriters in follow-on offering of oil field services company
- E&P MLP issuer in PIPE transaction E&P MLP issuer in IPO of NASDAQ-listed publicly traded limited partnership
- Initial structuring of E&P MLP and private placement of common units
- Issuer in follow-on offering and spin-off from parent company
- Underwriters in IPO of NYSE-listed limited partnership holding company (GP IPO) (products pipelines and storage facilities)

PRACTICES

Capital Markets
Corporate
Governance
Initial Public Offerings (IPO)
Master Limited Partnerships (MLPs)
Mergers and Acquisitions
Securities

EDUCATION

JD, 1993, The University of Texas School of Law
PhD, 1990, University of Innsbruck
Magister der Philosophie, 1987, University of Innsbruck

ADMISSIONS

Texas 1993

LANGUAGES

German

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- Issuer in IPO of NYSE-listed MLP general partner holding company (products pipelines and storage)
- E&P MLP issuer in IPO of NASDAQ-listed publicly traded limited partnership
- Underwriters in several equity and debt follow-on offerings of NYSE-listed publicly traded limited partnerships

PUBLICATIONS

- SEC Exempts “Dribble Out” Programs and Certain Secondary Sales from Large Trader Reporting Rule (May 7, 2012)
- SEC Adopts Revised Net Worth Standard for Accredited Investors (January 12, 2012)
- 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)
- SEC Replaces Credit Ratings with New Wide Market Following Test for Shelf Registration Statement Eligibility (September 1, 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)
- SEC Proposes Disclosure Rules for Payments by Resource Extraction Issuers (January 13, 2011)
- Takeaways From SEC Comments On New Oil, Gas Rules *Law360* (December 2, 2010)
- SEC Issues Interpretive Guidance Regarding Liquidity and Capital Resources Disclosures (October 20, 2010)
- SEC Proposes Enhanced Short-Term Borrowing Disclosure Rules (October 20, 2010)
- Dodd-Frank Wall Street Reform and Consumer Protection Act: Corporate Governance and Executive Compensation Provisions (July 21, 2010)

PROFESSIONAL RECOGNITION

- Profiled as one of “Texas’ Top Rated Lawyers” by *ALM* in Securities (2012)
- Profiled as one of the leading Mergers and Acquisitions lawyers, *The US Legal 500* (2010)

AFFILIATIONS

Member

- Houston Bar Association
- State Bar of Texas