

William J. Cooper



Partner

1350 I Street, NW
Suite 1100
Washington, DC 20005
P: 202.662.3044
F: 202.662.2739
bcooper@andrewskurth.com

Bill's practice includes (i) all types of capital markets transactions representing both issuers and underwriters, including IPOs and follow-on equity offerings, debt and convertible or exchangeable security offerings and "registered direct" offerings and private placements, including Rule 144A offerings and PIPEs, and (ii) public and private merger, acquisition and disposition transactions and joint ventures, representing acquirors, sellers, special committees and financial advisors. Bill has particular experience with publicly traded partnerships (or MLPs), including private formation transactions, IPOs, sponsor "drop down" transactions, the acquisition or sale of a general partner and conflicts committee representation. Before attending law school, Bill was on the editorial staff at *Vanity Fair* magazine.

REPRESENTATIVE EXPERIENCE

- Representation of an investment banking client in its capacity as placement agent in connection with a \$250 million registered direct offering by an issuer in the midstream oil and gas industry (February 2012)
- Representation of an issuer client in the midstream oil and gas industry in connection with its \$140 million IPO on the New York Stock Exchange (December 2011)
- Representation of an issuer client in the upstream oil and gas industry in connection with its \$110 million IPO on the Nasdaq Global Market (December 2011)
- Representation of an investment banking client in its capacity as financial advisor to the conflicts committee of the board of the general partner of an MLP in the shipping industry in connection with its \$600 million merger with a c-corp. acquiror. (July 2011)
- Representation of an investment banking client in its capacity as placement agent in connection with a \$153 million PIPE offering by an MLP issuer of class C units that allow for PIK distributions (March 2011)
- Representation of the conflicts committee of the board of the general partner of an MLP in connection with the \$330 million purchase of an interest in an interstate pipeline from its publicly traded parent (November 2010)
- Representation of an investment banking client in connection with the \$161 million IPO of an issuer in the coal mining industry (July 2010)
- Representation of a diversified energy company client in connection with the formation of a \$250 million joint venture that will own and develop natural gas gathering systems in Appalachia (June 2009)
- Representation of the conflicts committee of the board of a publicly traded partnership in connection with the \$734 million acquisition by public merger of the corporate owner of its general partner (February 2008)

INDUSTRIES

Energy
Energy Services
Energy Transactions
Finance
Natural Gas
Oil and Gas
Private Equity

PRACTICES

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

EDUCATION

JD, 1995, Emory University
BA, 1987, *cum laude*, Princeton University

ADMISSIONS

District of Columbia 2007
Texas 1996
New York 1995

William J. Cooper

PUBLICATIONS

- SEC Offers Additional JOBS Act Guidance (May 16, 2012)
- SEC Exempts “Dribble Out” Programs and Certain Secondary Sales from Large Trader Reporting Rule (May 7, 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)
- SEC Adopts Revised Net Worth Standard for Accredited Investors (January 12, 2012)

PROFESSIONAL RECOGNITION

- Profiled as one of the leading Corporate/M&A and Private Equity lawyers in the District of Columbia, *Chambers USA: America's Leading Business Lawyers* (2011-2012)
- Texas Rising Star, *Texas Monthly* (2005, 2006)