

Corporate

Straight Talk about Corporate Law

For more than a century, Andrews Kurth lawyers have advised the entrepreneurs, companies, investors and business executives who define global dealmaking and capital markets. Our Corporate practice group consists of more than 100 lawyers and regularly earns top-tier league scorecard rankings. We are known and recognized as lead counsel on the most sophisticated transactions, including master limited partnerships (MLPs), initial public offerings (IPOs), mergers and acquisitions (M&A), asset securitizations, real estate investment trusts (REITS) and royalty trusts.

Our lawyers help clients remain in compliance with an ever-changing regulatory and corporate governance landscape and complete transactions while achieving their business objectives. Our clients include companies (ranging from start-ups to large multinationals and Fortune 500 companies), underwriters, acquiring, target and selling companies, boards of directors and special committees, investment banks, financial advisors, investment funds, private equity funds and their portfolio companies, individual and institutional investors, sponsors, originators, trustees, commercial banks, financial services institutions and other dealmakers.

Our corporate experience includes the full range of domestic and international transactions across numerous industries, including aviation, banking/financial services, biotechnology and life sciences, construction, energy (both traditional and alternative), finance, food and beverage, franchise, health care, hospitality and hotels, information systems, infrastructure, insurance, internet/e-commerce, investment funds, manufacturing and sales, mining, oil and gas, private equity, real estate, restaurant, retail, software, sports/entertainment, technology, telecommunications, transportation, utilities, venture capital and waste management. In particular, we are market leaders in the energy and technology industries. A significant area of our experience includes helping our clients with the structuring, financing and development of energy projects, both traditional and alternative, in the United States and internationally.

We are particularly active in the following practice areas:

Capital markets. We advise issuers, underwriters and investors in large and start-up capital markets transactions. Our capital markets experience includes:

- formation transactions, IPOs and follow-on offerings by corporations, MLPs, REITs and other entities
- equity offerings, including at-the-market offerings, bought deals, PIPEs and private placements
- debt and convertible securities offerings, including 144A private placements, high-yield offerings, investment grade offerings and secured notes offerings

Mergers and acquisitions. We advise companies, financial advisors and investors on a variety of complex M&A transactions and provide seasoned advice to the boards of directors, special committees and large investors who are considering strategic alternatives. Our M&A experience includes:

- mergers and business combinations, including mergers of equals and business combinations by corporations and MLPs and their general partners
- stock and asset acquisitions and dispositions, including dispositions of a subsidiary or division
- restructurings and recapitalizations
- tender and exchange offers and consent solicitations
- proxy contests and negotiations with activist investors
- going private, leveraged/management buy-out and going dark transactions
- consolidations and industry roll-ups
- joint ventures and strategic partnerships
- auctions and bid transactions
- spin-offs

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- private equity transactions and infrastructure funds

Corporate governance, compliance and investigations. We represent numerous large and small public company clients and provide experienced ongoing advice regarding corporate governance and disclosure matters, particularly:

- SEC disclosures and correspondence, including requests for no-action relief
- government and internal investigations by the company or a special committee
- corporate governance advice regarding listing standards and activist shareholders
- advice to officers and directors, as well as boards and special committees, on their fiduciary duties
- regulatory disclosure and compliance
- whistleblower claims and compliance with the Sarbanes-Oxley Act and the Dodd-Frank Act
- internal controls over financial reporting, disclosure controls and accounting restatements

Technology and emerging companies. We advise entrepreneurs, public and private emerging growth companies, investors and venture capital and private equity firms. We regularly advise clients on formation and development, seed stage and late-stage funding, IPOs, PIPE and 144A transactions, M&A, intellectual property and licensing matters and executive compensation and benefits.

Private equity. We advise private equity funds and their portfolio companies at each stage of the portfolio company cycle: identifying—and acquiring—the right target, unlocking portfolio company earnings growth and effecting a successful exit. Our private equity transactional experience includes leveraged/management buy-outs, leveraged recapitalizations, going private transactions, tender offers, consolidations and industry roll-ups, joint ventures and strategic partnerships, equity and debt financings and PIPE transactions.

Structured finance and securitization. We advise participants in all facets of securitization and structured finance transactions, including originators, purchasers, issuers, underwriters, loan servicers and trustees, as well as nationally recognized rating agencies. We have experience with mortgage-backed securities, asset-backed securitizations, commercial paper programs, international securitizations and covered bonds.

Investment funds. We advise private investment funds and advisors as well as the state entities and individuals who invest in investment funds. Our capabilities cover all related strategic issues that affect investment fund participants and transactions, including formation and structuring of domestic and offshore investment funds, regulatory compliance, audits and investigations, SEC enforcement and private equity matters.

We are known for the sophistication and depth of our different practice groups, and the lawyers in these other practice groups work closely with our Corporate lawyers to develop solutions to the array of issues that confront our clients and to structure each deal to achieve the best results for our clients. Practice groups whose lawyers routinely assist our Corporate lawyers include Antitrust Counseling, Bankruptcy and Financial Restructuring, Economic Recovery and Government Opportunities, Executive Compensation/Employee Benefits, Energy, Environmental, Finance, Intellectual Property Counseling and Litigation, Labor and Employment, Litigation, Project Finance, Real Estate, Regulatory and Tax.