

Gislar Donnenberg

Partner

Houston

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Gislar's deep involvement in the energy sector's capital markets, lead role in more than 10 IPOs, and work on high-profile public mergers make him a go-to advisor for clients on complex transactions and corporate governance issues.

OVERVIEW

Gislar represents clients in the energy sector, including upstream, midstream, and downstream operations, on capital markets and mergers and acquisitions, including initial public offerings and equity and debt offerings, both private and public. He also has experience in the real estate, aviation, chemicals, biotechnology, fintech, and health care industries. Gislar regularly advises publicly traded limited partnerships (MLPs) and assists public company clients with corporate and partnership governance issues, including audit, compensation, and conflicts committees. His clients range from energy companies to private equity-backed sellers.

Gislar has led numerous IPOs and high-profile public mergers, including significant transactions such as the purchase by a public corporation of the general partner of an MLP and various acquisition and MLP "drop-down" transactions.

REPRESENTATIVE MATTERS

Mergers and Acquisitions

- Represented a midstream corporation in the formation of an Up-C structure and the related shareholder vote in connection with the acquisition of midstream assets for \$155 million in cash and the issuance of 7,147,088 shares of Class B Common Stock and associated common units of its subsidiary limited partnership, exchangeable for publicly traded common stock.
- Represented a private health care company in the acquisition by reverse merger of a publicly traded operating company.
- Represented a private equity sponsor in connection with the acquisition of a private health care company by a publicly traded special acquisition company.
- Represented a publicly traded fuel distribution partnership in an equity restructuring to eliminate the partnership's incentive distribution rights.
- Present private equity sponsor in the sale of mineral and royalty interests to publicly traded limited partnership in connection with an Up-C restructuring.

- Represented a private equity-backed seller in the sale of approximately \$950 million of oil and gas interests in the Delaware Basin to a publicly traded company in exchange for cash and shares.

Capital Markets

Recent Transactions:

- Represented a publicly traded midstream limited partnership in secondary public offering of \$686 million of its common units by major selling stockholder.
- Represented a publicly traded midstream limited partnership in public offering of \$800 million aggregate principal amount of senior notes.
- Represented an insurance company in the issuance of \$400 million principal amount of publicly registered senior notes.
- Represented an issuer in \$1.1 billion share buyback.
- Represented a Nasdaq listed health care company in \$10 million registered direct offering of common stock and associated warrants.

Additional Experience:

- Issuer Tender Offer by Epsilon Energy Inc. (Nasdaq:EPSN) for common shares in compliance with U.S. and Canadian securities regulations.
- Underwriters in the public offering of ADRs sold by a French 5G chip and modules developer.

IPOs

- Nasdaq uplisting of \$1.3 billion private hospital management company in connection with reverse merger with public operating company (Nasdaq:NUTX).
- Represented the underwriters in the \$215 million initial public offering by Oiltanking Partners, LP (NYSE:OILT).
- Represented LRR Energy, LP (NYSE:LRE), a limited partnership formed by affiliates of Lime Rock Resources to operate, acquire and develop producing oil and natural gas properties, in its \$190 million initial public offering.
- Represented CVR Partners, LP (NYSE:UAN), a partnership formed by CVR Energy, Inc., to own and operate its fertilizer business, in its \$350 million initial public offering.

AWARDS

- Texas' Top-Rated Lawyers, Securities (2012)
- *Legal 500 United States*, Capital Markets Equity Offerings (2012)
- *Legal 500 United States*, Mergers and Acquisitions (2010, 2012)

TOP AREAS OF FOCUS

- Capital Markets
- Corporate Governance
- Environmental, Social + Governance (ESG)
- International
- Mergers + Acquisitions

ALL AREAS OF FOCUS

- Capital Markets
- Corporate
- Corporate Governance
- Environmental, Social + Governance (ESG)
- International
- Mergers + Acquisitions

PROFESSIONAL/COMMUNITY INVOLVEMENT

- Trustee, Houston Grand Opera
- Member, Houston Bar Association
- Member, State Bar of Texas

EDUCATION AND CERTIFICATIONS

EDUCATION

- The University of Texas School of Law, J.D.
- University of Innsbruck, Ph.D.
- University of Innsbruck, M.A.

BAR ADMISSIONS

- Texas

LANGUAGES

- German

SPEAKING ENGAGEMENTS

- Speaker, "SEC Adopts Revised Stock Buyback Disclosure Requirements," Locke Lord Webinar, May 5, 2023.
- Speaker, "SEC Adopts New Restrictions on 10b5-1 Plans, Related Disclosure Requirements and Section 16 Filing Changes," Locke Lord, December 15, 2022.
- Speaker, "SEC Proposes Climate-Related Disclosure Rules – What You Need to Know," Locke Lord, March 24, 2022.
- Speaker, "SEC Proposes to Shorten Schedule 13D/G Filing Deadlines and Count Equity Derivatives," Locke Lord Webinar, February 17, 2022.
- Speaker, "SEC Signals Heightened ESG Focus," Locke Lord, September 24, 2021.
- Speaker, "Continued SEC Focus on SPACs," Locke Lord, April 1, 2021.
- Speaker, "SEC Focus on SPACs," Locke Lord, December 29, 2020.

PUBLICATIONS

- Co-author, "New Texas Stock Exchange Aims at Nasdaq and NYSE," *Troutman Pepper Locke*, April 8, 2025.
- Co-author, "Public Company Option Grants in 2024," *Locke Lord*, May 20, 2024.
- Co-author, "SEC Adopts Revised Stock Buyback Disclosure Requirements," *Locke Lord*, May 5, 2023.
- Co-author, "SEC Adopts New Restrictions on 10b5-1 Plans, Related Disclosure Requirements and Section 16 Filing Changes," *Locke Lord*, December 15, 2022.
- Co-author, "SEC Proposes Climate-Related Disclosure Rules – What You Need to Know," *Locke Lord QuickStudy*, March 24, 2022.
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