

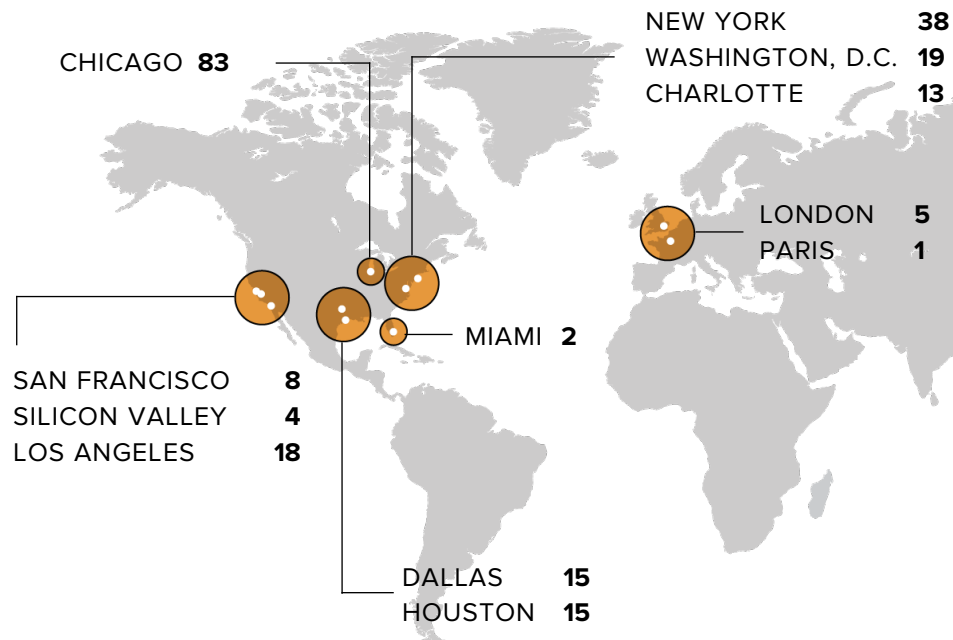
OVERVIEW

Public Company Advisory Practice

2025

Practice Snapshot

ATTORNEYS BY OFFICE



**Based on at least 250 hours spent on public company clients in the past 12 months.*

225+

**ATTORNEYS WORKING ON
PUBLIC COMPANY MATTERS**

GROUP LEADERS

MIKE BLANKENSHIP
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Why Winston for Public Companies?

14

OFFICES WITH PUBLIC COMPANY
FOCUSED LAWYERS

480+

PUBLIC COMPANIES CLIENTS

20+

PRACTICE GROUPS ADVISING

“THEY OFFER GREAT INSIGHT, STRATEGY AND
INDUSTRY AWARENESS, ALONG WITH A PRAGMATIC
PERSPECTIVE.”

CHAMBERS USA

WE REPRESENT

125+

FORTUNE 500 COMPANIES

What We Do

OUR EXPERIENCE COVERS MULTIPLE DISCIPLINES

LITIGATION

ANTITRUST/COMPETITION
COMPLEX COMMERCIAL LITIGATION
ENVIRONMENTAL
FINANCIAL SERVICES
INTELLECTUAL PROPERTY
LABOR & EMPLOYMENT
SECURITIES, M&A & CORPORATE GOVERNANCE
LITIGATION
TRADE SECRETS
WHITE COLLAR & GOVERNMENT INVESTIGATIONS

TRANSACTIONS

CAPITAL MARKETS
CORPORATE GOVERNANCE
EMPLOYEE BENEFITS & EXECUTIVE COMPENSATION
FINANCE
IP/IT TRANSACTIONS & LICENSING
MERGERS & ACQUISITIONS
PRIVACY & DATA SECURITY
REAL ESTATE
RESTRUCTURING & BANKRUPTCY
TAX

SERVICES

- ANTITRUST/COMPETITION
 - COMPLEX COMMERCIAL LITIGATION
 - ENVIRONMENTAL
 - FINANCIAL SERVICES
 - INTELLECTUAL PROPERTY
 - LABOR & EMPLOYMENT
 - SECURITIES, M&A & CORPORATE GOVERNANCE LITIGATION
 - TRADE SECRETS
 - WHITE COLLAR & GOVERNMENT INVESTIGATIONS
-

What We Do – Litigation

SELECT EXPERIENCE

- ▶ Prevailed for **Omnicare (NYSE: OCR)** in one of the most important '33 Act cases to go before the Supreme Court in decades, affirming the dismissal of plaintiff's claims under Section 10(b) for failure to plead *scienter*
- ▶ Represented **Medtronic** in a shareholder class action challenging the company's **US\$50B** acquisition of a competitor, securing an exceedingly rare denial of class certification, forcing the case to settle on an individual basis
- ▶ Representing **Boeing (NYSE: BA)** in the consolidated product liability litigation stemming from the Ethiopian Air crash, pending in the Northern District of Illinois. The 737 Max accidents have been among the most-reported product liability matters in recent years and have been covered extensively by a wide variety of global media outlets.
- ▶ Won **unanimous U.S. Sup. Ct. victory** for **Macquarie Infrastructure Corp.** in fed. securities class action alleging § 10(b) and Rule 10b-5 violations stemming from nearly **\$2B** stock drop when Court held silence does not equal fraud, even if SEC regs require issuer to speak
- ▶ Prevailed for **Illumina Inc. (NASDAQ: ILMN)** in a shareholder class action relating to Roche Holding's failed US\$6.2B hostile-takeover attempt, including, in part, by blocking plaintiffs' motion for a TRO requiring the board to pull a "poison pill" in CA state court

What We Do – Transactions

SELECT EXPERIENCE

- ▶ Represented **Chart Industries (NYSE: GTLS)** in its \$4.4B acquisition of Howden and in its registered public offering of \$600M+ of common stock, and a registered public offering of \$300M, which was upsized to over \$400M
- ▶ Represented **Broadstone Acquisition Corp. (NYSE: BSN)**, a SPAC, in connection with its business combination with Vertical Aerospace Ltd. (NYSE: EVTL) with a pro forma equity transaction value of approximately US\$2.2 billion
- ▶ Served as underwriters' counsel to **Barclays, Credit Agricole CIB**, and **Mizuho** in connection with the registered public offering of \$900M of 5.750% Green Senior Notes due 2054 by **Constellation Energy Corp. (NASDAQ: CEG)**
- ▶ Represented FTS International, Inc. (**NYSE American: FTSI**) as co-counsel in its fully consensual financial restructuring and emergence from Chapter 11.
- ▶ Serves as ERISA counsel to **Restaurant Brands International (OTCMKTS: RSTRF)**, a Canadian multinational fast-food company that owns Burger King, Tim Hortons and Popeyes. RBI has over 5,800 employees and revenue of roughly US\$5.75B
- ▶ Represented Zions Bank (**NASDAQ: ZION**) with respect to a construction and term loan for a 400 MWac solar energy plus 144 MWac battery energy storage facility located in California, one of the largest solar and utility-scale battery energy storage projects in the country.

SERVICES

- CAPITAL MARKETS
 - CORPORATE GOVERNANCE
 - EMPLOYEE BENEFITS & EXECUTIVE COMPENSATION (EBEC)
 - FINANCE
 - IP/IT TRANSACTIONS & LICENSING
 - MERGERS & ACQUISITIONS
 - PRIVACY & DATA SECURITY
 - REAL ESTATE
 - RESTRUCTURING & BANKRUPTCY
 - TAX
-

CAPITAL MARKETS

Team Snapshot

50+

CAPITAL MARKETS
ATTORNEYS

PRACTICE GROUP LEADERS



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THE CAPITAL MARKETS TEAM'S EXPERIENCE COVERS MULTIPLE DISCIPLINES

INITIAL PUBLIC OFFERINGS	FOLLOW-ON EQUITY OFFERINGS	PRIVATE PLACEMENTS
HIGH YIELD & INVESTMENT GRADE DEBT OFFERINGS	CONVERTIBLE DEBT & EQUITY LINKED SECURITIES	RIGHTS OFFERINGS
EXCHANGE & TENDER OFFERS	SPIN-OFFS	SPACS

CAPITAL MARKETS

Select Experience

Represented **American States Water Co.** in connection with its “at-the-market” equity offering program, enabling the company to sell up to \$200 million in common shares

Acted as underwriters’ counsel to **BofA Securities, J.P. Morgan** and **Wells Fargo Securities**, as joint book-running managers, in connection with the registered public offering by Roper Technologies, Inc. of \$2.7 billion of Senior Notes

Represented **Barclays, BofA Securities, Citigroup**, and **J.P. Morgan**, as joint book-running managers, in connection with the offering pursuant to a private placement in reliance upon Rule 144A of \$2 billion of Notes by Exelon Corporation

Represented **Groupon, Inc.** in its US\$80 million fully backstopped rights offering for shares of its common stock. The offering resulted in the purchase of 7,079,646 shares at \$11.30 per share, generating US\$80 million in gross proceeds

Represented **KeHE Distributors, LLC** on a Rule 144A/Reg. S tack-on offering of senior secured notes due 2029, issued by KeHE Distributors, LLC, NextWave Distribution, Inc., and KeHE Finance Corp. Proceeds were used to reduce existing ABL borrowings, with the offering totaling \$250 million

CAPITAL MARKETS

Rankings & Recognitions

BEST LAW FIRMS® 2025

- Ranked Tier 1 – Nationally for Securities/Capital Markets Law

LEGAL 500 USA 2025

- Ranked Nationally for Capital Markets: Equity and Debt Offerings: Advice to Issuers/Underwriters

2025 SPAC RESEARCH LEAGUE TABLE

- Ranked #5 for SPAC IPOs

BLOOMBERG GLOBAL LEGAL ADVISER LEAGUE TABLE – FY2024

RANKED BY DEAL COUNT

- #4 – US Equity IPO – SPAC: Legal Adviser
- #5 – Global Equity IPO – SPAC: Legal Adviser
- #8 – Global Equity IPO – SPAC: Legal Adviser
- #9 – US Equity IPO – SPAC: Legal Adviser
- #12 – US Equity IPO: Legal Adviser

RANKED BY VOLUME

- #7 – Global Equity IPO – SPAC: Legal Adviser / US Equity IPO – SPAC: Legal Adviser
- #7 – Global Equity IPO – SPAC: Legal Adviser / US Equity IPO – SPAC: Legal Adviser

EMPLOYEE BENEFITS AND EXECUTIVE COMPENSATION

Team Snapshot

25+

EMPLOYEE BENEFITS AND EXECUTIVE COMPENSATION ATTORNEYS

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THE EBEC TEAM'S EXPERIENCE COVERS MULTIPLE DISCIPLINES

EMPLOYMENT AGREEMENTS & EXECUTIVE COMPENSATION PLANS	PUBLIC COMPANIES DISCLOSURES & PROXY STATEMENTS	ACQUISITIONS & DIVESTITURES
QUALIFIED RETIREMENT PLANS	HEALTH & WELFARE BENEFITS	COUNSELING COMPENSATION COMMITTEES
GOVERNMENTAL AUDITS	CORPORATE GOVERNANCE	ERISA LITIGATION

EMPLOYEE BENEFITS AND EXECUTIVE COMPENSATION

Select Experience

Advises **Lear Corporation (NYSE: LEA)**, a global automotive technology leader, on employee benefits, executive compensation, pension plans, health and welfare benefit plans, employment matters, and proxy disclosures

Represents **Automatic Data Processing, Inc. (ADP)**, an American provider of H.R. management software and services in matters including serving as outside ERISA counsel in connection with its qualified & non-qualified retirement plans, health and welfare plans, and fringe benefit plans

Advises **Drilling Tools International (NASDAQ: DTI)**, a leading provider of downhole tools to the land and offshore drilling markets, on employee benefits and long-term incentive plans

Serves as outside ERISA counsel to **Automatic Data Processing Inc. (NASDAQ: ADP)**, in connection with all of its qualified and non-qualified retirement plans, health and welfare plans, and fringe benefit plans

Serves as ERISA counsel to **Restaurant Brands International (OTCMKTS: RSTRF)**, a Canadian multinational fast-food company that owns Burger King, Tim Hortons and Popeyes. RBI has over 5,800 employees and revenue of roughly US\$5.75B

EMPLOYEE BENEFITS AND EXECUTIVE COMPENSATION

Rankings & Recognitions

BEST LAW FIRMS® 2024

- Ranked Tier 1 – Employee Benefits (ERISA Law) in Chicago, Washington, D.C. and Nationally

CHAMBERS USA 2024

- Ranked Band 1 – Employee Benefits & Executive Compensation in Illinois
- Ranked Nationally for Employee Benefits & Executive Compensation
- Four EBEC attorneys individually ranked for Employee Benefits & Executive Compensation

LEGAL 500 2024

- Ranked Nationally for Employee Benefits, Executive Compensation, and Retirement Plans (Design)
- Ranked Nationally for Employee Benefits, Executive Compensation, and Retirement Plans (Transactional)
- Nine EBEC attorneys individually ranked for Employee Benefits, Executive Compensation, and Retirement Plans

AMERICAN COLLEGE OF EMPLOYEE BENEFITS COUNSEL

- Six partners are fellows – one of the largest numbers of fellows at one firm in the U.S.

WHITE COLLAR & GOVERNMENT INVESTIGATIONS

Team Snapshot

80+

WHITE COLLAR & GOVERNMENT INVESTIGATIONS ATTORNEYS

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THE WCGI TEAM'S EXPERIENCE COVERS MULTIPLE DISCIPLINES

GOVERNMENT INVESTIGATIONS & LITIGATION (CRIMINAL AND CIVIL)	INTERNAL INVESTIGATIONS & COMPLIANCE COUNSELING	CONGRESSIONAL INVESTIGATIONS & OVERSIGHT
ANTI-BRIBERY, ANTI-CORRUPTION & FCPA	ANTITRUST/COMPETITION	MONEY LAUNDERING
FRAUD TAX	ENVIRONMENTAL ENFORCEMENT	FARA & NATIONAL SECURITY
FINANCIAL SERVICES REGULATORY COMPLIANCE & ENFORCEMENT	GOVERNMENT CONTRACTS & GRANTS	GOVERNMENT PROGRAM FRAUD, FALSE CLAIMS ACT, & QUI TAM LITIGATION
HEALTHCARE FRAUD	INTERNATIONAL TRADE	SECURITIES FRAUD & SEC ENFORCEMENT

WHITE COLLAR & GOVERNMENT INVESTIGATIONS

Key Matters

Represented a **prominent health-tech company** in connection with alleged fraud and securities laws violations, and related proceedings by DOJ, the USAO in Northern District of Illinois, and the SEC Enforcement Division

Represent **one of NY's largest health care systems** in connection with investigation by the US Attorney's Office - SDNY of alleged sex trafficking and patient abuse by physician employed by client.

Represent **multiple lending institutions** in connection with investigations by DOJ, multiple US Attorney's Offices, and various federal regulatory and enforcement authorities of alleged fraud in connection with certain pandemic relief (CARES Act) programs.

Represent a **Fortune 500 consumer technology company** in connection with multiple State Attorney General investigations involving allegations of fraud and deceptive trade and labor practices

Represented the **Audit Committee of a Fortune 500 company** in connection with the oversight of more than 40 internal investigations conducted worldwide, involving allegations of violations of the FCPA, money laundering, and accounting irregularities; the issuance of related financial restatements; and related U.S. Securities and Exchange Commission (SEC) inquiries

WHITE COLLAR & GOVERNMENT INVESTIGATIONS

Rankings & Recognitions

BEST LAW FIRMS® 2024

- Ranked Tier 1 – Nationally for White Collar Criminal Defense

CHAMBERS USA 2024

- Ranked Band 1 – Nationally for Corporate Crime & Investigations: Highly Regarded
- Ranked Band 1 – Litigation: White-Collar Crime & Government Investigations in Texas
- Seven GIEC attorneys individually ranked for Litigation: White-Collar Crime & Government Investigations

BENCHMARK LITIGATION US 2024

- Seven partners named in the Top 100 Trial Lawyers
- Ranked Top 20 Trial Law Firms
- Six partners named among *Benchmark Litigation's* 2023 Top 250 Women in Litigation

LEGAL 500 US 2024

- Ranked Tier 1 – Nationally for Dispute Resolution: Leading Trial Lawyers
- Two attorneys named to “Hall of Fame” for Dispute Resolution: Corporate and White-Collar Criminal Defense

SECURITIES, M&A & CORPORATE
GOVERNANCE LITIGATION

Team Snapshot

40+

SECURITIES, M&A & CORPORATE
GOVERNANCE ATTORNEYS

PRACTICE GROUP LEADER



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SECURITIES LITIGATION TEAM'S EXPERIENCE COVERS MULTIPLE DISCIPLINES

FEDERAL SECURITIES CLASS ACTIONS	DELAWARE LITIGATION & TRIALS	BOARD DEFENSE – BREACH OF FIDUCIARY DUTY CLAIMS
PROXY CONTESTS AND HOSTILE TAKEOVERS	CORPORATE GOVERNANCE AND M&A ADVISORY	M&A-RELATED CLASS AND DERIVATIVE LITIGATION
SECURITIES-RELATED ADVERSARY MATTERS IN BANKRUPTCY	CRYPTOCURRENCY- RELATED LITIGATION	SPAC LITIGATION
FINANCIAL ADVISOR DEFENSE – AIDING & ABETTING	GOV'T INVESTIGATIONS & ENFORCEMENT	REPRESENTATION & WARRANTY INSURANCE (RWI) CLAIMS

SECURITIES, M&A & CORPORATE GOVERNANCE LITIGATION

Select Experience

Prevailed for **Omnicare, Inc.** in *one of the most important '33 Act cases to go before the Supreme Court in decades*, affirming the dismissal of plaintiff's claims under Section 10(b) for failure to plead *scienter*

Represented **Medtronic** in a shareholder class action challenging the company's **US\$50B** acquisition of a competitor, securing an exceedingly rare denial of class certification, forcing the case to settle on an individual basis

Defended **RCS Capital** in DE Court of Chancery "busted deal" litigation challenging RCS's termination of an approx. US\$700M deal to acquire certain Cole Capital entities from ARCP, based on, in part, an MAE resulting from news of govt. investigations

Defended **AAR Corp.** and its board in a high-profile shareholder class action in DE Court of Chancery challenging its board's adoption of a "poison pill" in response to the extreme market disruption in the early days of the COVID-19 pandemic

Won **unanimous U.S. Sup. Ct. victory** for **Macquarie Infrastructure Corp.** in fed. securities class action alleging **§ 10(b)** and **Rule 10b-5** violations stemming from nearly **\$2B** stock drop when Court held silence does not equal fraud, even if SEC regs require issuer to speak

SECURITIES, M&A & CORPORATE GOVERNANCE LITIGATION

Rankings & Recognitions

CHAMBERS USA 2024

- Chair James P. Smith III and Partner Matt DiRisio ranked for Securities Litigation (New York)
- Partners John Schreiber and Jeffrey Steinfeld ranked for Securities Litigation (California)
- Ranked Band 1 in Corporate Crime & Investigations: Highly Regarded (Nationwide)
- Ranked in Securities Litigation (New York)

LEGAL 500 US 2024

RANKED IN SECURITIES LITIGATION – DEFENSE

- Nine attorneys recognized

RANKED IN M&A LITIGATION – DEFENSE

- Four attorneys recognized
- Chair James P. Smith III recognized as a Leading Lawyer

LAW360

- Awarded Securities Practice Group of the Year (2024)
- 1 partner named to Securities Editorial Board (2022)
- 1 partner named to M&A Editorial Board (2023)

BENCHMARK LITIGATION US 2025

- Seven securities litigation/M&A litigation partners recognized, including two National Litigation Stars
- “Top 20 Trial Law Firms” list
- Seven partners named “Top 100 Trial Lawyers”

LAWDRAGON

- Partner James P. Smith III listed as a *Lawdragon* 500 Leading Litigator in America (2022–2025)
- Partner Jeffrey Steinfeld named on the 2024 *Lawdragon* 500 X – The Next Generation List

The Public Company Gateway

**PRACTICAL, BUSINESS-DRIVEN RESOURCES AND THOUGHT LEADERSHIP
FOR BOARDS AND LEADERS OF PUBLIC COMPANIES**



HOT TOPICS



ESSENTIAL RESOURCES



FEATURED PERSPECTIVES

A one-stop portal for the latest legal and regulatory developments as well as key checklists, guides and other pragmatic desktop tools.



Industries We Serve

PUBLIC COMPANY TEAM'S EXPERIENCE COVERS MULTIPLE SECTORS

<p>TECHNOLOGY SOFTWARE, DISRUPTIVE TECHNOLOGIES, ENTERTAINMENT, GAMING, MEDIA, AND TELECOMMUNICATIONS</p>	<p>FINANCE BANKING & FINANCIAL SERVICES, INVESTMENT FUNDS</p>	<p>HEALTHCARE PHARMACEUTICALS, HEALTHCARE, BIOTECHNOLOGY</p>
<p>MANUFACTURING AUTOMOTIVE, AEROSPACE & DEFENSE, ELECTRONICS, AND CONSUMER PRODUCTS</p>	<p>ENERGY OIL AND GAS, RENEWABLES, ENERGY & UTILITIES</p>	<p>RETAIL FOOD & BEVERAGE, CONSUMER PRODUCTS & SERVICES, RESTAURANTS</p>

Representative Clients

AAR CORP.

BOEING COMPANY

DARDEN
RESTAURANTS

ENEL AMERICAS S.A.

ABBOTT
LABORATORIES

BNP PARIBAS

DELL

FARMER BROS. CO.

ABBVIE

CHART INDUSTRIES

DISCOVER
FINANCIAL SERVICES

FREIGHTCAR
AMERICA

AIRBNB

CHUY'S HOLDINGS

DMY TECHNOLOGY
GROUP

GOLDMAN SACHS &
CO.

AON CORPORATION

COMCAST CORP.

DUCOMMUN
INCORPORATED

GRANITE
CONSTRUCTION
INCORPORATED

Representative Clients

GROUPON

LVMH MOET
HENNESSY LOUIS
VUITTON

NETSTREIT

SANDRIDGE ENERGY

GUESS?

MEDTRONIC

NEWMARK GROUP

SIX FLAGS
ENTERTAINMENT
CORP.

HASBRO

MICROSOFT
CORPORATION

NGL ENERGY
PARTNERS LP

TREEHOUSE FOODS

HERTZ GLOBAL
HOLDINGS

MORGAN STANLEY

PANASONIC
HOLDINGS

VERIZON
COMMUNICATIONS

LEAR CORPORATION

MOTOROLA
SOLUTIONS

RENT-A-CENTER

WELLS FARGO

Rankings & Recognitions

BEST LAW FIRMS® 2024

- Tier 1 National Best Law Firm in 22 practice areas, including Antitrust, Banking and Finance, Bankruptcy/Insolvency, and Reorganization, Commercial Litigation, Corporate, Employee Benefits (ERISA), Litigation – Intellectual Property, Mergers and Acquisitions, Real Estate, Securities/Capital Markets, and Tax
- Tier 1 Regional Best Law Firm in 78 practice areas

CHAMBERS USA 2024

- 90+ attorneys ranked among Leading Lawyers, with 15 lawyers with Band 1 or Star Individual rankings
- Ranked Band 1 in 7 practice areas

LEGAL 500 2024

- Recognized in 50 areas in the US, 9 areas in the UK, and 6 areas in Latin America

BENCHMARK LITIGATION 2024

- National Tier 1 for Commercial, Intellectual Property, and Labor & Employment
- Top 20 Trial Law Firm
- 7 partners named to Top 100 Trial Lawyers

IAM PATENT 1000 2024

- Gold Tier Nationwide
- 24 Attorneys Recognized

What They Say

“A firm that offers unique insights, market leading perspective, and extremely fast turnaround times.”

LEGAL 500

A “global firm that provides exceptional client service” and “competitors respect and fear the firm when on the other side of the table.”

LEGAL 500

“Leadership and deep knowledge combined with efficient use of high-level subject matter experts.”

LEGAL 500

WINSTON
& STRAWN
LLP

VISIT WINSTON.COM