Jonathan Whalen

Partner

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Dallas

Jonathan Whalen is a partner in the Dallas office of Gibson, Dunn & Crutcher LLP. He is a member of the firm's Mergers and Acquisitions, Capital Markets, Energy and Infrastructure, and Securities Regulation and Corporate Governance practice groups. Mr. Whalen also serves on the Gibson Dunn Hiring Committee.

Mr. Whalen's practice focuses on a wide range of corporate and securities transactions, including mergers and acquisitions, private equity investments, and public and private capital markets transactions. *Chambers USA* named Mr. Whalen an Up and Coming Corporate/M&A attorney in their 2022 publication. In 2018, *D CEO* magazine and the Association of Corporate Growth named Mr. Whalen a finalist for the 2018 Dallas Dealmaker of the Year.

Mr. Whalen received his law degree *summa cum laude* in 2009 from the SMU Dedman School of Law, where he was a member of the Order of the Coif and served as an Articles Editor on the *SMU Law Review*. He earned his Bachelor of Science degree *summa cum laude* and his Masters of Business Administration degree from Louisiana Tech University.

Mr. Whalen is a member of the Texas Bar and admitted to practice in the State of Texas.

Representative Transactions

Mergers & Acquisitions

- Counsel to the Conflicts Committee of Antero Midstream Partners LP in connection with Antero Midstream GP LP's $7.2 billion cash-and-stock merger with Antero Midstream Partners LP
- Counsel to The Williams Companies in connection with its $10.5 billion merger with Williams Partners, L.P.
- Counsel to United Therapeutics Inc. in its acquisition of publicly traded SteadyMed Ltd.
- Counsel to Brazos Private Equity Partners in its sale of BlackHawk Industrial Distribution, an industrial distributor of cutting tools and abrasives, to Snow Phipps Group
- Counsel to Celanese Corporation in in its acquisition of thermoplastics custom compounder Next Polymers Ltd.
- Counsel to Celanese Corporation in its acquisition of thermoplastics custom compounder Omni Plastics
- Counsel to Dresser-Rand Group in its $7.6 billion merger with Siemens
- Counsel to Topgolf International, Inc. in its sale of preferred stock to Providence Equity Partners

Capabilities

Mergers and Acquisitions

Energy and Infrastructure

Power and Renewables

Private Equity

Securities Regulation and Corporate Governance

Credentials

Education

Southern Methodist University - 2009 Juris Doctor

Louisiana Tech University - 2002 MBA

Louisiana Tech University - 2001 Bachelor of Science

Admissions

Texas Bar

GIBSON DUNN

- Counsel to General Electric in its disposition of Wayne Fueling Systems to Riverstone Holdings
- Counsel to Berkshire Hathaway Energy in connection with its acquisition of publicly-traded NV Energy, Inc. for $10 billion
- Counsel to Berkshire Hathaway Energy in its acquisition of a Texas wind power project
- Counsel to D.R. Horton in its acquisition of a controlling interest in publicly-traded Forestar Group, Inc.
- Counsel to Dean Foods in its acquisition of Friendly's Ice Cream
- Counsel to CenterOak Partners in its acquisitions of Aakash Chemicals & Dyestuffs, Wetzels Pretzels, Calico Food Ingredients and Sandream Impact
- Counsel to Patterson-UTI Energy, Inc. in its acquisition of MS Energy Services
- Counsel to American Midstream Partners in its disposition of its propane marketing and services business to SHV Energy N.V.
- Counsel to Luminant Holdings in its acquisition of natural gas generation facilities from NextEra Energy for approximately $1.3 billion

Capital Markets

- AT&T Inc.
  - Issuer's counsel for liability management exchange offer for twenty-one series of notes in October 2016
  - Issuer's counsel for liability management exchange of forty-six series of notes across two series of exchange offers in November 2017
- Atmos Energy Inc.
  - Issuer's counsel for registered offering of 5.50% Senior Notes due 2041
  - Issuer's counsel for registered offering of 3.000% Senior Notes due 2027 and 4.125% Senior Notes due 2044
- Celanese Corporation
  - Issuer's counsel for the 144A private offering of 6 5?8% Senior Notes due 2018
  - Issuer's counsel for the registered offering of $4.625% Senior Notes due 2022
  - Issuer's counsel for registered offering of 3.250% Senior Notes due 2019
- Dresser-Rand Group Inc. – Issuer's counsel for the 144A private offering of 6.50% Senior Subordinated Notes due 2021
- D.R. Horton Inc. – Issuer's counsel for registered offering of 2.550% Senior Notes due 2020
- Energy Future Holdings Corp.
  - Issuer's counsel for the 144A private offering of 11.750% Senior Secured Second Lien Notes due 2022
  - Issuer's counsel for the 144A private offering of 6.875% Senior Secured Notes due 2017
  - Issuer's counsel for 144A private offering of 10.000% Senior Secured Notes due 2020 and 11.25%/12.25% Senior Toggle Notes due 2018 in exchange for various series of outstanding notes previously issued by Energy Future Holdings Corp. and Energy Future Intermediate Holding Company LLC
  - Issuer's counsel for numerous private debt exchange transactions

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- Matador Resources Company – Issuer's counsel for registered offering of 8,000,000 shares of common stock
- The Williams Companies, Inc.
    - Company counsel for tender offer for $1 billion of the company's outstanding debt securities
    - Issuer's counsel for the registered offering of 4.550% Senior Notes due 2024 and 5.750% Senior Notes due 2044
- Williams Partners L.P. – Issuer's counsel for registered offering of 4.00% Senior Notes due 2021
- WPX Energy, Inc. – Issuer's counsel for registered offering of 49,500,000 shares of common stock.
- Zayo Group LLC – Issuer's counsel for the 144A private offering of 8.125% Senior Secured First Priority Notes due 2020 and 10.125% Senior Unsecured Notes due 2020 to fund the acquisition of AboveNet, Inc.