



## **William S. Anderson**

Partner

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### **About Will**

Will Anderson, chair of the firm's corporate and securities department, focuses on capital markets transactions, mergers and acquisitions and [SEC compliance](#) and disclosure matters.

Will is consistently recognized as a national leader in capital markets offerings and large-deal M&A transactions by *The Legal 500 United States*. Will's capital markets practice includes initial public offerings, follow on equity offerings and high-yield and investment-grade debt offerings. Will has advised issuers and underwriters in more than 100 securities offerings that have collectively raised more than \$100 billion. His M&A practice encompasses all types of transactions, including acquisitions and sales of public and private companies, private equity investments and joint ventures. Will also has significant experience representing conflicts committees, MLPs and sponsors in MLP buy-ins, drop-downs and other related-party transactions, and investment banking firms in fairness opinions rendered to special committees.

Will is a certified public accountant and practiced law for nine years with Sullivan & Cromwell prior to joining Bracewell.

### **Recent Notable Matters**

***SpaceX and Starlink*** — convert Elon Musk's SpaceX and Starlink from Delaware to Texas entities

***Phillips 66*** — \$3.8 billion acquisition of all of the publicly held common units of DCP Midstream, LP in a cash for unit merger transaction. Awarded 2024 M&A Transaction of the Year by The Texas Lawbook and the Houston Chapter of the Association of Corporate Counsel.

***Drilling Tools International*** — business combination with ROC Energy Acquisition Corp., a special purpose acquisition company, that resulted in DTI becoming a US publicly listed company

***Phillips 66*** — realignment of its economic and governance interests in DCP Midstream, LP and Gray Oak Pipeline, LLC through the merger of existing joint ventures owned by Phillips 66 and Enbridge Inc.

***Phillips 66*** — multiple offerings of senior notes totaling over \$20.5 billion

**DT Midstream, Inc.** — \$2.1 billion debut offering of high yield senior notes. DT Midstream, Inc. is the new independent, publicly traded company that was formed through the spin-off of DTE Energy Company's non-utility natural gas pipeline, storage and gathering business

**Gray Oak Pipeline, LLC** — \$1.4 billion debut offering of senior notes and subsequent \$400 million offering of senior notes. Gray Oak Pipeline, LLC is a joint venture indirectly owned by Enbridge Inc., Marathon Petroleum Corporation and Phillips 66.

**Neptune Energy Bondco plc** — \$300 million offering of high yield senior notes

**DCP Midstream, LLC** — an IDR simplification transaction that eliminated all incentive distribution rights in DCP Midstream, LP valued at \$1.53 billion

**Prosperity Bancshares, Inc.** — \$2.1 billion acquisition of LegacyTexas Financial Group, Inc., which is the second largest bank merger in the history of Texas. Awarded 2020 M&A Transaction of the Year by The Texas Lawbook and the Houston Chapter of the Association of Corporate Counsel.

**Enbridge Energy Partners, L.P. and Enbridge Energy Management, L.L.C.** — represented two Special Committees of the Board of Directors of Enbridge Energy Management, L.L.C. in the acquisition of all public equity of Enbridge Energy Partners, L.P. and Enbridge Energy Management, L.L.C. by Enbridge Inc. in share-for-unit transactions valued at \$3.5 billion

**PreCheck, Inc.** — sale of PreCheck, Inc., the healthcare industry's leading provider of background screening, compliance monitoring and credentialing solutions, to Cision

**Bluescape Resources Company LLC** — investment by BRC Special Situations III LLC, a subsidiary of Bluescape Resources Company LLC, in the mandatory convertible preferred equity issued by FirstEnergy Corp. in a \$2.5 billion issuance

**Merchants Choice Payment Solutions** — represented Delta Card Services Inc., the holding company for Merchants Choice Payment Solutions, in the sale of substantially all of the assets of MCPS to Paysafe Group plc for \$470 Million

**Drilling Tools International, Inc.** — multiple acquisitions, including acquisitions of RIK, Incorporated, a downhole drilling tool rental company, and the drill pipe rental division of Premium Oilfield Services LLC. DTI is majority-owned by Hicks Equity Partners, the private equity arm for Hicks Holdings LLC, a holding company for the Thomas O. Hicks family's assets

**Phillips 66** — exchange of Phillips Specialty Products Inc. to Berkshire Hathaway Inc. for shares of Phillips 66 stock held by Berkshire Hathaway affiliates valued at approximately \$1.4 billion

**DCP Midstream, LLC** — a transaction combining all of the assets and debt of DCP Midstream, LLC with DCP Midstream, LP. The combination created the largest gathering and processing master limited partnership in the United States with a pro-forma enterprise value of approximately \$11 billion

**Great Plains Energy Incorporated** — revised stock-for-stock merger of equals transaction with Westar Energy, Inc., creating a company with a combined equity value of approximately \$14 billion, and with nearly 13,000 MW of generation capacity and more than 51,000 miles of distribution lines

**Woodforest National Bank** — sale of its asset-based and equipment finance lending businesses, including \$495 million loan portfolio, to Sterling National Bank

**Holly Energy Partners, L.P.** — an IDR simplification transaction that eliminated the incentive distribution rights held by its general partner and converted its general partner interest into a non-economic general partner interest in exchange for the issuance of common units of Holly Energy Partners valued at \$1.25 billion

**Western Refining Logistics, LP** — represented the Conflicts Committee of the Board of Directors of the general partner of Western Refining Logistics, LP in its merger with Andeavor Logistics LP in a unit-for-unit transaction valued at \$1.8 billion

**VTTI Energy Partners LP** — represented the Conflicts Committee of the Board of Directors of the general partner of VTTI Energy Partners LP in a merger agreement between VTTI Energy Partners LP and VTTI B.V. pursuant to which VTTI B.V. acquired, for cash, all of the outstanding publicly held common units of VTTI Energy Partners LP

**Midcoast Energy Partners, L.P.** — represented the Conflicts Committee of the Board of Directors of the general partner of Midcoast Energy Partners, L.P. in a merger agreement between MEP and Enbridge Energy Company, Inc., an indirect subsidiary of Enbridge Inc., whereby EECI acquired, for cash, all of the outstanding publicly held common units of MEP

**ConocoPhillips** — spin-off of its downstream business, Phillips 66, in a transaction valued at \$26 billion

**ConocoPhillips** — multiple offerings of senior notes totaling \$10.5 billion

**Underwriters' Counsel for Bank7 Corp.** — \$64.6 million initial public offering of common stock

## Publications and Speeches

"Going Public: Planning for the Journey Ahead," Weaver Four-Part Virtual Event Series, May 8, 2024.

"2023 Q3 Capital Markets Update," CFGI Houston CPE Event, November 14, 2023

## Education

South Texas College of Law Houston, J.D.

1994 – *summa cum laude*

Stephen F. Austin State University, B.B.A., Accounting

## Certifications

Certified Public Accountant, Texas

## Noteworthy

*The Legal 500 United States*, Mergers & Acquisitions (M&A) Large Deals (\$1 Billion plus), 2015 - 2023; Capital Markets: Debt, 2013, 2016 - 2023; Capital Markets: Equity, 2015 - 2018; Energy: Transactions, 2015

Delinian Limited, *IFLR1000 Financial & Corporate and M&A Guide*, 2018 - 2023

Lawdragon Inc., *Lawdragon 500 Leading US Energy Lawyers*, Energy Transactions, 2024

Lawdragon Inc., *Lawdragon 500 Leading Dealmakers in America*, Capital Markets and M&A, Especially Energy, 2024

## Affiliations

Tri-Cities Chapter of the National Association of Corporate Directors, Houston Advisory Board Member

Texas General Counsel Forum, Houston Board Member

## Bar Admissions

Texas

California

New York