J. Eric Johnson

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Eric is Co-Chair of Winston's Public Company Advisory Practice. For 25 years, he has counseled his clients on mergers and acquisitions, capital markets transactions, activism defense and shareholder engagement, corporate governance, and various corporate and commercial transactions.

Eric has extensive experience representing private and public energy companies, as well as investors and underwriters, in a broad range of corporate and securities matters, including mergers and acquisitions and capital markets transactions. Eric also assists private and public energy companies with various governance and strategy matters, including energy transition opportunities. He is an editor for and contributor to the Firm's Capital Markets & Securities Law Watch blog.

Key Matters

Some of the experience represented below may have been handled at a previous firm.

Capital Markets Transactions

- Represented National Oilwell Varco, Inc. in its $500 million offering of senior notes to refinance existing roles
- Represented Martin Midstream Partners L.P. in its $53 million common units offering, the net proceeds of which were used to acquire an asphalt terminal facility
- Represented ION Geophysical Corporation in its $50 million public offering to common stock and warrants
- Represented ION Geophysical Corporation in an "at-the-market" offering to raise up to $20 million for general corporate purposes
- Represented Marathon Oil Corporation in its $1.275 billion offering of common stock, the net proceeds of were used to strengthen its balance sheet and for general corporate purposes, including funding a portion of its drilling program
- Represented Marathon Oil Corporation in its $2 billion notes offering, the net proceeds of which were used to refinance existing notes and for other general corporate purposes
- Represented National Oilwell Varco, Inc. in the spin-off of its multi-billion-dollar distribution business, operating under the name DistributionNow
- Represented National Oilwell Varco, Inc. in its $3 billion offering of senior notes, the net proceeds of which were used to fund National Oilwell Varco's acquisition of Robbins & Myers
- Represented National Oilwell Varco, Inc. in its $3.5 billion commercial paper program
- Represented the owner of North America's largest interstate pipeline system in a liability management program effecting multiple cash tender offers (including Dutch auction tender offers) and a private exchange offer for more than $4 billion in aggregate principal amount of outstanding bonds
- Represented various underwriters in multiple registered offerings of common units by a Dallas-based master limited partnership specializing in the gathering and processing, transportation, and storage of natural gas and natural gas liquids, raising more than $500 million in net proceeds
- Represented an interstate pipeline transportation company in its $300 million Rule 144A offering of senior notes, the net proceeds of which were used to finance expansion projects on its pipeline system
- Represented Martin Midstream Partners L.P., a master limited partnership focusing on storage services for petroleum products and by-products, natural gas gathering and processing services and marine transportation services, in multiple registered offerings of common units raising more than $500 million in net proceeds
- Represented a master limited partnership focused on gathering and processing natural gas produced from the Barnett Shale in a $55 million registered offering of common units, the net proceeds of which were used to reduce outstanding indebtedness under its credit facility
- Represented a provider of wholesale power to utilities and municipalities in a $235 million private offering of senior unsecured notes to its largest stockholder and the subsequent resale of the notes by the stockholder pursuant to Rule 144A
- Represented North America's largest provider of death care products and services in a $150 million registered offering of senior notes, the net proceeds of which were used to partially fund its $250 million acquisition of a large funeral home operator
- Represented North America's largest provider of death care products and services in a $250 million registered offering of senior notes
- Represented a provider of wholesale power to utilities and municipalities in its private repurchase of $830 million of senior notes held by various Franklin Templeton funds
- Represented one of the nation's leading diversified natural gas companies in the remarketing of $100 million of senior notes originally issued as part of the company's equity units
- Represented North America's largest provider of death care products and services in its $400 million cash tender offer for outstanding notes and in its related $400 million Rule 144A offering of new senior notes to finance the

tender offer

- Represented North America's largest provider of death care products and services in its $500 million Rule 144A offering of senior notes, the net proceeds of which were used to finance its $856 million acquisition of its largest competitor
- Represented the owner of North America's largest interstate pipeline system in its withdrawn spin-off of its exploration and production businesses, including the offering of approximately $2 billion in senior notes to recapitalize the businesses in connection with the spin-off

Merger and Acquisition Transactions

- Represented NOW Inc. in its acquisition of Power Service, known as a premier one-stop shop for modularized well hook-ups
- Represented Kinder Morgan, Inc. in its acquisition of 15 refined products terminals from BP Products North America Inc. in a transaction valued at approximately $350 million
- Represented NOW Inc. in its acquisition of Challenger Industries, Inc., a leading pipe, valves and fittings supplier for the downstream, midstream and upstream energy markets
- Represented NOW Inc. in its acquisition of Odessa Pumps and Equipment, a leading distributor of pumps and equipment for the energy and municipal and wastewater markets
- Represented NOW Inc. in its acquisition of Progressive Supply, a wholesale distributor of steel pipe, weld fittings, flanges, long weld necks, outlets, forged steel fittings and various pipeline products
- Represented National Oilwell Varco, Inc. in its acquisition of Halliburton's world-wide surface safety valve business
- Represented Now Inc. in its acquisition of an inventory management and cutting tool specialist company with operations in the U.S., Mexico, the UK and the Philippines
- Represented High Sierra Energy LP in its $693 million merger transaction with NGL Energy Partners LP
- Represented National Oilwell Varco, Inc. in its $777 million acquisition of Ameron International Corporation, a publicly-traded, multi-national manufacturer of highly-engineered products and materials for the chemical, industrial, energy, transportation and infrastructure markets
- Represented NATCO Group Inc., a publicly-traded manufacturer of oil and gas production equipment specializing in separation and decontamination technologies, in its $780 million stock for stock merger transaction with Cameron International Corporation
- Represented a leading, privately-owned energy services company, focusing on providing environmentally conscious water solutions and other well-site services in every major North American shale play, in connection with its concurrent acquisition of three separate services companies located in the United States and Canada
- Represented the largest publicly-traded energy partnership and a leading North American provider of midstream energy services in its $125 million acquisition of the Great Divide Gathering System, a 32-mile natural gas gathering pipeline in the Piceance Basin of northwestern Colorado
- Represented NATCO Group Inc. in acquisitions of oil field equipment manufacturers and service companies located in Texas, Montana, North Dakota and South Dakota
- Represented the Special Committee of Independent Directors of one of the largest rural and suburban wireless communications services companies in its $2.8 billion stock for cash merger transaction with AT&T
- Represented an Australian-based, international engineering and construction management company providing services to the energy sector and complex process industries, in multiple acquisitions of engineering firms, including firms providing marine-related engineering and diving services, nuclear power engineering services and other energy related services

Recent Experience

Winston Represented DNOW Inc. in its Acquisition of Whitco Supply

5E Advanced Materials, Inc. Convertible Notes PIPE Offering

Investcorp India Acquisition Corp. Announces Pricing of US$225M IPO

Nauticus Robotics Announces Merger with CleanTech Acquisition Corp.

7 Acquisition Corp. Announces Pricing of US$200M IPO

Fortune Rise Acquisition Corp. Announces Pricing of US$85M IPO

Joint Placement Agents in Valens Semiconductor Announced Business Combination with PTK Acquisition Corp.

TradeUP Global Corp. Announces Pricing of US$40M IPO

ION Geophysical Corp. - Registered Direct Offering

ION Geophysical's At-the-Market Offering

Recognitions

- Recognized, *The Best Lawyers in America*®, Corporate Law, 2021–2025
- Listed, *Lawdragon*, "500 Leading Energy Lawyers," for Energy & Natural Resources (2024) and for Energy, M&A, and Capital Markets (2025)

Activities

- Advisory Board Member, National Association of Corporate Directors, Texas TriCities Chapter
- Member, Houston Bar Association
- Member, State Bar of Texas

Resources

Credentials

EDUCATION

Eric received his BA from Baylor University in 1993 and his JD from Baylor University School of Law in 1998.

ADMISSIONS

- Texas

Related Insights & News

PUBLICATIONS

- Co-Author, “Energy Transition: Threading the Regulatory Needle,” Hart Energy, *E&P Plus*, November 2020
- Co-Author, “ESG in a Time of COVID: Materiality and Energy Companies,” *Oil, Gas & Energy Law Intelligence*, October 2020

WINSTON MINUTE

WEBINAR

AI for Public Companies: Leveraging Innovation for Growth & Compliance

APRIL 23, 2025

BLOG

SEC Hosts Roundtable on Artificial Intelligence in Finance

APRIL 2, 2025

WEBINAR

Mastering the IPO Process in 2025: Challenges and Opportunities

MARCH 25, 2025

RECOGNITIONS

Winston Attorneys Featured on the 2025 *Lawdragon* 500 Leading Energy Lawyers List

MARCH 6, 2025

WEBINAR

Antitrust Merger Review Under a Second Trump Administration

FEBRUARY 12, 2025

PUBCO PULSE

Glass Lewis 2025 U.S. Proxy Voting Policies: Key Updates on AI Oversight and Board Responsiveness

NOVEMBER 26, 2024

PUBCO PULSE

SEC Chair Gary Gensler to Step Down: What This Means for ESG and Crypto Policy

NOVEMBER 25, 2024

BLOG

California's First-in-the-Nation Climate Disclosure Laws Will Move Forward with Limited Delay Under Recent Amendment

OCTOBER 17, 2024

CLIENT ALERT

Stock Exchange Corporate Governance Standards Guide – 2024

OCTOBER 2024

SEMINAR/CLE

Public Company Priorities Breakfast or Lunch Program

SEPTEMBER 26, 2024

NEWSLETTER

The Follow-On - Inaugural Edition

SEPTEMBER 2024

BLOG

Initial Executive Compensation Takeaways from the ISS Annual Global Benchmark Policy Survey

SEPTEMBER 6, 2024

Capabilities

Transactions | Capital Markets | Corporate Governance | Mergers & Acquisitions | Private Equity | Public Companies | Environmental, Social & Governance (ESG) | Energy | Oil & Gas