



## Ben D. Smolij

Of Counsel

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**Ben focuses his practice on corporate and securities work for both public and private companies across all stages of growth.**

Ben is a member of the Firm's corporate and capital markets practice groups. He advises companies, private investors, financial advisory firms, and private equity clients in a variety of capital markets and M&A transactions including disclosure and reporting obligations under U.S. federal securities laws, stock exchange listing obligations, and general corporate governance matters. Ben's broad capital markets experience includes initial public, follow-on, and secondary offerings and private investment in public equity (PIPE) transactions, as well as extensive experience representing special purchase acquisition company (SPAC) sponsors, investors, and underwriters in initial public offerings (IPOs) and business combinations.

## Key Matters

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

- Represented an oilfield services company in its \$500 million offering of publicly-traded senior notes
- Represented an oilfield services company in its \$50 million at-the-market offering

- Represented a publicly-traded upstream energy company in its \$2.2 billion acquisition
- Represented a utility company in its \$375 million underwritten public offering of senior notes
- Represented a publicly-traded utility in its \$75 million private placement of senior notes
- Represented a privately held upstream energy company in its \$322 million acquisition of a publicly-traded energy company
- Represented a master limited partnership in its public offering of equity securities
- Represented two publicly-traded master limited partnerships on the merger of its companies
- Represented an energy company in two different securities offerings valued over \$1 billion each
- Represented a major energy company in the spin-off of its multibillion-dollar distribution business
- Represented a publicly-traded utility in its \$4.7 billion acquisition by an investor group
- Represented a private equity fund in its acquisition of a medical equipment and service provider

## Recent Experience

Drilling Tools International Corp. Closes on Acquisition of Deep Casing Tools

Mobiv Acquisition Corp. Business Combination with SRIVARU Holding Ltd.

Inno Holdings Inc. Closes \$10M Initial Public Offering

Aileron Therapeutics Announces Acquisition of Lung Therapeutics

Nauticus Robotics, Inc. acquires 3D at Depth, Inc.

Estrella Biopharma, Inc. Closes Business Combination with TradeUp Acquisition Corp.

ROC Energy Acquisition Corp. Business Combination with Drilling Tools International Holdings, Inc.

GIO World Health Business Combination with Apeiron Capital Investment Corp.

StoneBridge Acquisition Corp. Business Combination with DigiAsia

AlphaTime Acquisition Corp. Closing of US\$60M IPO

## Recognitions

- *Best Lawyers: Ones to Watch® in America, Corporate Law (2021–2024)*
- *Best Lawyers: Ones to Watch® in America, Energy Law (2021–2024)*
- *Best Lawyers: Ones to Watch® in America, Corporate Governance and Compliance Law (2023–2024)*
- *Best Lawyers: Ones to Watch® in America, Mergers and Acquisitions Law (2023–2024)*

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## Activities

Ben is a board advisor to the Polish American Chamber of Commerce in Texas.

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# Credentials

## EDUCATION

Ben received his BA, magna cum laude, from Babson College in 2008. He earned his JD, cum laude, from the University of Houston Law Center, where he was a Notes and Comments Editor for the Houston Law Review.

## ADMISSIONS

- Texas

## LANGUAGES

- Polish

## Related Insights & News

### Publications

- Co-Author, "[Open Your Books or Be Delisted: SEC Finalizes Rules for Non-PCAOB Compliant Foreign Companies](#)," *Capital Markets & Securities Law Watch*, December 2021
- Co-Author, "[Singapore Permits SPAC Listings](#)," *Capital Markets & Securities Law Watch*, September 2021
- Co-Author, "[SEC May Ask for Backup on Funds Investing in Green Companies](#)," *Capital Markets & Securities Law Watch*, September 2021
- Co-Author, "[SEC Chairman Pauses Chinese IPOs Via Shell Companies](#)," *Capital Markets & Securities Law Watch*, August 2021
- Co-Author, "[SEC Approves New Nasdaq Board Diversity Requirements](#)," *Capital Markets & Securities Law Watch*, August 2021
- Co-Author, "[Potential Impacts of New Chinese Opinions for Overseas Listings](#)," *Capital Markets & Securities Law Watch*, July 2021
- Co-Author, "[SEC Investigates PCAOB Chairman and Removes Entire Board](#)," *Capital Markets & Securities Law Watch*, July 2021
- Co-Author, "ESG in a Time of COVID: Materiality and Energy Companies," *Oil, Gas & Energy Law Intelligence*, October 2020
- Co-Author, "[SEC Approves Stricter Shareholder Proposal Rules](#)," *Capital Markets & Securities Law Watch*, September 2020
- Co-Author, "[SEC Expands Access to Private Offerings and Streamlines S-K Disclosure](#)," *Capital Markets & Securities Law Watch*, August 2020
- Co-Author, "[SEC Weighs In on Proxy Voting Advice](#)," *Capital Markets & Securities Law Watch*, July 2020

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## BLOG

The NYSE Proposes Rule Providing SPACs Additional Time to Close Deals Before Delisting

APRIL 22, 2024

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**BLOG**

Second Circuit's Holding That Syndicated Loan Notes Are Not Securities Stands; U.S. Supreme Court Denies Petition for Writ of Certiorari in Kirschner

MARCH 7, 2024

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**BLOG**

SEC Adopts Final Climate-Related Disclosure Rules

MARCH 6, 2024

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**BLOG**

SEC Chair Comments on Challenges to Proposed Climate Disclosure Rules

FEBRUARY 28, 2024

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**BLOG**

The SEC's Gag Rule: An Educational Tool or Agency Overreach?

FEBRUARY 21, 2024

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**BLOG**

NYSE 2024 Listed Company Compliance Guidance Memo: New Rules and Important Reminders

FEBRUARY 20, 2024

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**BLOG**

SEC Chief Accountant Issues Statement on Public Company Audit Quality

FEBRUARY 15, 2024

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**BLOG**

Going Private Post-DeSPAC—Strategies and Considerations

FEBRUARY 14, 2024

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**BLOG**

SEC Officials and Others Gather at 2024 Northwestern Securities Regulation Institute

FEBRUARY 13, 2024

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**BLOG**

U.S. to Transition to T+1 Settlements

FEBRUARY 1, 2024

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**BLOG**

Aligning SPACs and Traditional IPOs: SEC Adopts Rules Enhancing Investor Protections in SPAC IPOs and de-SPAC Transactions

JANUARY 25, 2024

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Winston Supports the 51st Annual Securities Regulation Institute

JANUARY 22, 2024

## Capabilities

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Transactions

Capital Markets

Corporate Governance

Private Investment Funds

Mergers & Acquisitions

Private Equity

Financial Services Transactions & Regulatory

Financial Services

Oil & Gas

Cryptocurrencies, Digital Assets & Blockchain Technology