

Don J. McDermett

Partner

Dallas

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With over 30 years of experience, Don represents clients in a wide variety of corporate, securities and transactional matters. With experience both inside a major corporation and as lead outside counsel to substantial businesses, he brings focused perspective and insight to complex corporate and transactional projects.

Don has led a myriad of merger and acquisition transactions across various industries and geographies, with a particular focus on transactions in the technology and telecommunications industries. He provides strategic counseling on negotiated mergers and acquisitions, strategic alliances and joint ventures, as well as tax-free spin-offs, corporate reorganizations and recapitalizations.

Additionally, Don represents both issuers and investment banking firms in traditional IPOs, SPACs, and other registered securities offerings, private placements, PIPE's, venture capital and private equity financings and exchange offers. He counsels both public and private companies on corporate governance matters (including representation of boards, audit committees, and special committees), securities law compliance and disclosure matters, executive compensation matters, and ESG and activist investor matters, including proxy contests and the evaluation, design and implementation of "poison pill" and other defensive measures.

Key Matters

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

Accenture

- US\$1.6B 10-year IT and BPO outsourcing and cross-border M&A transaction with British Columbia Hydro & Power Authority, including structuring and formation of new joint venture entity

Advanced Neuromodulation Systems, Inc.

- US\$1.3B cash sale of publicly held medical device maker to strategic buyer St. Jude Medical through a negotiated cash tender offer/merger

Argo Data Resource Corp.

- Acquisition of Advanced Software Design Corp.
- Acquisition of Gilson Image Solutions, Inc.

BusinessSuites, L.P.

- Multiple acquisitions of executive suites businesses across the U.S.
- Multiple corporate reorganizations
- Joint venture and marketing alliance formation with two other executive suites operators
- All-cash private company sale to Regus, plc

DZS, Inc.

- Issuer's counsel in US\$65M equity offering (shelf take-down) by publicly traded telecom software vendor

Electronic Data Systems (EDS)

- US\$346M securitized financing of enterprise software license from CA, Inc.
- Negotiation and structuring of 10-year marketing alliance agreement with Sabre Holdings involving airline application software and related IT services

GENBAND Holdings Company

- Stock-for-stock "merger of equals" with publicly traded Sonus Networks
- US\$340M recapitalization transaction with private equity sponsor One Equity Partners
- Acquisition of Aztek Networks, Inc. (stock-for-stock)
- Acquisition of Cedar Point Communications (stock-for stock)
- US\$282M acquisition of Global VOIP Business of Nortel Networks Corp. (all-cash transaction completed under Section 363 of U.S. Bankruptcy Code)
- US\$375M term debt and private equity financing transactions (to finance Nortel transaction) with private equity sponsor One Equity Partners
- Acquisition of NextPoint Networks, Inc. (stock-for-stock)
- Acquisition of BayPackets, Inc. (stock-for-stock)
- Acquisition of Switching Solutions Group of Tekelec (assets and stock-for-stock)

- Multiple strategic partnership/re-seller agreements with Alcatel-Lucent
- Asset acquisition and strategic partnership/re-seller agreement with Nokia-Siemens Networks
- Multiple product line divestitures
- Multiple rounds of venture capital and private equity financing involving aggregate proceeds of US\$400M

Kimberly-Clark Corporation

- Tax-free spin-off of Halyard Health (global healthcare products business with annual revenues of US\$1.6B)
- Corporate governance counseling

Kinko's Inc.

- US\$460M million recapitalization transaction involving JP Morgan Chase, AOL Time Warner and Clayton Dubilier & Rice
- US\$240M self-tender offer to existing stockholders
- Acquisition of publicly-held ImageX, Inc. through negotiated cash tender offer/merger

LBJ Holding Company/LBJ Family Wealth Management Ltd.

- US\$100M+ divestiture of cable TV systems
- US\$100M+ divestiture of multi-station radio group in Austin, Texas
- Acquisition and subsequent divestiture of multi-station radio group in Savannah, Georgia
- Multiple corporate reorganizations
- Numerous private equity investments across various industries, including lead investment in Blue Sage Capital
- Fund of funds formation
- SEC compliance and counseling (Investment Advisors Act of 1940)

Luminex Corp.

- SEC compliance and counseling for publicly held bio-tech company
- Implementation of shareholder rights plan/poison pill

Michaels Stores

- Acquisition of over 50 retail stores and related IP assets from regional competitor A.C. Moore
- Divestiture of Darice/Lamrite West wholesale businesses

Morgan Stanley

- Underwriters' counsel in US\$112M secondary offering by Inet Technologies, Inc.

Motive, Inc.

- Issuer's counsel in US\$50M IPO by enterprise software vendor
- SEC compliance and counseling for publicly held enterprise software vendor
- Stock-for-stock merger with BroadJump Inc.
- Audit committee investigation, accounting restatement, dismissal of "big 4" independent auditor
- US\$67M cash sale to Alcatel-Lucent through negotiated cash tender offer/merger

RealPage, Inc.

- Multiple rounds of venture capital financing for “software as a service” FinTech vendor
- US\$345M Rule 144A offering of Convertible Senior Notes
- Multiple acquisitions of FinTech targets, including US\$300M acquisition of Lease Rent Options, US\$75M acquisition of American Utility Management, and US\$250M acquisition of On-Site Manager

Sterling Software, Inc.

- US\$4.5B public company sale to Computer Associates, Inc. through negotiated stock-for-stock exchange offer/merger transaction
- 14 acquisitions of public or private target companies in the enterprise software sector, including Texas Instruments Software, Information Advantage and others

Triad Hospitals, Inc.

- Representation of Special Committee in US\$6.8B strategic merger with Community Health Systems, Inc. (merger resulted from a topping bid during a “go shop” period previously agreed to by a private equity bidder, merger produced the then 2nd largest for-profit hospital chain in the U.S.)
- Representation of Compensation Committee as independent counsel in renewal of CEO’s employment agreement and implementation of executive severance agreements for C-Suite officers

USA Compression Holdings, L.P.

- Sale of privately held natural gas compression provider to Riverstone Holdings for cash consideration of US\$500M

Zix Corporation

- US\$870M public company sale to Canada-based Open Text Corporation through negotiated cash tender offer/merger transaction
- SEC and corporate governance compliance and counseling
- Acquisition of Israel-based CloudAlly, Ltd.
- Acquisition of AppRiver, LLC for US\$275M, including related US\$100M PIPE financing and US\$175M term debt financing
- Acquisition of Erado Inc.
- Acquisition of Greenview Data, Inc.
- Defense and settlement of proxy fight launched by 10% shareholder

Recent Experience

Winston Represented Empower Clinic Services, LLC, in its Acquisition of a Pharmaceutical Manufacturing Facility

Recognitions

- Recognized in *Chambers USA* (2004–2024)
 - Recognized by *The Best Lawyers in America*®
 - “Lawyer of the Year” for Securities/Capital Markets Law in Dallas (2022 and 2024)
 - “Lawyer of the Year” for Private Funds/Hedge Funds Law in Dallas (2014, 2019 and 2021)
 - for Information Technology Law (2006–2025)
 - for Corporate Law (2008–2025)
 - for Private Funds/Hedge Funds Law and Securities/Capital Markets Law (2009–2025)
 - for Mergers and Acquisitions Law (2024–2025)
 - Named a *Texas Super Lawyer* (Thomson Reuters) (2003, 2004, and 2007–2015)
 - Listed in *D Magazine*’s “Best Lawyers in Dallas” (2008, 2009, and 2017)
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Activities

- State Bar of Texas
 - Dallas Bar Association
 - Society of Corporate Secretaries and Governance Professionals
 - Dallas Chapter of the Texas General Counsels’ Forum, Board Member (2008-2022)
 - Dallas Opera, Board of Directors (2008-2020), Secretary (2015-2016)
 - Dallas Opera Foundation (2014-2017), Board Chair (2015-2017)
 - Turtle Creek Association, Board of Directors (2011-2025), Board Chair (2013-2014)
 - LBJ Family Wealth Management, Ltd., Board of Advisors
 - Member, The American Law Institute
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Credentials

EDUCATION

Don received his B.B.A. in Finance from the University of Texas in 1981, *with highest honors*, where he was a member of several honor societies, including Phi Eta Sigma, Beta Gamma Sigma, and Phi Kappa Phi. He graduated with his J.D. from the University of Texas, *with honors*, in 1984 where he was a member of the Order of the Coif and Phi Delta Phi Honor Societies and a member of the *Texas Law Review*.

ADMISSIONS

- Texas

Related Insights & News

RECOGNITIONS

Winston Attorneys Recognized in *The Best Lawyers in America*® 2025

AUGUST 15, 2024

RECOGNITIONS

Winston Attorneys Recognized in *The Best Lawyers in America*® 2024

AUGUST 17, 2023

RECOGNITIONS

Winston & Strawn Recognized in *Chambers USA* 2023

JUNE 6, 2023

RECOGNITIONS

Winston & Strawn Attorneys Recognized in *The Best Lawyers in America*® 2023

AUGUST 18, 2022

RECOGNITIONS

Winston & Strawn Recognized in *Chambers USA* 2022

JUNE 3, 2022

IN THE MEDIA

Corporate Partner Don McDermett Joins Winston in Dallas

MARCH 7, 2022

PRESS RELEASE

Winston Expands Dallas M&A Team With Addition of Don McDermett

MARCH 7, 2022

Capabilities

Mergers & Acquisitions

Capital Markets

Corporate Governance

Private Investment Funds

Financial Services Transactions & Regulatory

Environmental, Social & Governance (ESG)

Restructuring & Insolvency

Public Companies

Technology, Media & Telecommunications

