



Justin F. Hoffman

Partner

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Justin provides practical, strategic guidance to clients in structuring and managing debt and equity capital solutions in a wide variety of corporate finance, M&A transactions, and governance and compliance matters.

Justin is a corporate partner based in the Houston and New York offices. He regularly represents public and private companies, underwriters, and investors in the energy, technology, financial services, and consumer products sectors on public and private capital markets and M&A transactions, special situations, and restructuring matters. He has extensive experience advising energy companies in connection with securities offerings and acquisition financings, particularly in the upstream, midstream, and oilfield services sectors, as well as coal mining and renewables. Justin also has significant experience in high yield debt securities, having led billions of dollars of bond transactions for both issuers and underwriters.

Key Matters

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

High Yield, Convertible Debt and Finance, including Acquisition Finance

- Represented Tallgrass Energy in a US\$500M Rule 144 notes offering and concurrent tender offer
- Represented Sunnova Energy International Inc. in offering of a US\$400M “green bond”
- Represented Sunnova Energy International Inc. in a US\$500M offering of convertible senior notes
- Represented initial purchasers in a secured notes offering by Shelf Drilling Holdings, Ltd.
- Represented initial purchasers in a notes offering and cash tender offer by Crestwood Midstream Partners LP
- Represented Tallgrass Energy in a US\$750M offering of senior notes and cash tender offer
- Represented Helix Energy Solutions Group, Inc. in a US\$200M registered offering of convertible senior notes
- Represented initial purchasers in a US\$400M Rule 144A notes offering by Global Partners LP
- Represented Indigo Natural Resources in its private offering of US\$650M of senior unsecured notes
- Represented Jefferies LLC in providing underwritten bank financing, consisting of a US\$900M committed term loan facility and a US\$50M committed super priority revolving credit facility, in connection with the approximately US\$1.6B sale of Lucid Energy Group II to a joint venture controlled by affiliates of Riverstone and Goldman Sachs
- Represented Vine Oil & Gas LP and its wholly-owned subsidiary, Vine Oil & Gas Finance Corp., in its private offering of US\$530M in aggregate principal amount of senior unsecured notes
- Represented private funds affiliated with Värde Partners, Inc. in their US\$125M convertible second lien term loan facility for Lilis Energy, Inc., an exploration and development company operating in the Permian Basin of West Texas
- Represented Ultra Resources, Inc. in the Rule 144A/Reg S offering of US\$1.2B of senior unsecured notes issued in connection with Ultra Petroleum Corp.’s exit from Chapter 11 proceedings
- Represented Blackstone Energy Partners and Sanchez Energy Corporation in their 50/50 partnership, definitive purchase agreement and related financing to acquire Anadarko Petroleum Corporation’s working interest in approximately 318,000 gross operated acres in the Western Eagle Ford for approximately US\$2.3B
- Represented Alta Marcellus Development, LLC, a wholly owned subsidiary of Alta Resources Development, LLC, in connection with second lien note financing for US\$1.24B acquisition of operated and non-operated upstream assets and operated midstream assets in the Marcellus Shale of north-central Pennsylvania from Anadarko Petroleum Corp. and US\$207M acquisition of oil and gas assets in the Marcellus Shale of north-central Pennsylvania from Mitsui E&P USA LLC
- Represented Indigo Haynesville in connection with unsecured note financing for its agreement to purchase from Chesapeake Energy Corp. a portion of its acreage and producing properties in its Haynesville Shale operating area in northern Louisiana for approximately US\$450M
- Represented Goldman, Sachs & Co. and other initial purchasers in a US\$1.6B 144A senior note offering by American Energy – Permian Basin, LLC and AEPB Finance Corporation in connection with US\$2.5B acquisition of Permian Basin assets from Enduring Resources
- Represented J.P. Morgan Securities as lead underwriter and lead initial purchaser in a US\$750M 144A/ Regulation S senior notes offering and a US\$1.0B registered common stock offering by Whiting Petroleum Corporation
- Represented Peabody Energy Corporation in a US\$1.0B 144A/Regulation S secured second lien notes offering and related tender offer
- Represented Barclays Capital and the initial purchasers in a US\$1.25B Rule 144A/Regulation S senior second lien secured notes offering by SandRidge Energy, Inc.
- Represented J.P. Morgan Securities and the initial purchasers in an inaugural US\$250M Rule144A/Regulation S senior notes offering by Bellatrix Exploration Ltd.

- Represented Credit Suisse as representative of the initial purchasers in a US\$700M Rule144A/Regulation S senior secured notes offering by Energy Transfer Equity, L.P.
- Represented BMO Capital Markets as bookrunning manager in connection with US\$50M registered equity offering and a US\$350M 144A/Regulation S senior secured notes offering and debt tender offer in connection with acquisition by Westmoreland Coal Company of MLP Oxford Resources
- Represented the initial purchasers, led by Barclays Capital Inc. in a US\$350M Rule144A/Regulation S senior notes offering by Teine Energy Ltd.
- Represented the initial purchasers in over US\$1B of 144A/Regulation S senior notes offerings by Antero Resources
- Represented Wells Fargo and the underwriters in registered offering of US\$1.25B of senior subordinated notes and related tender offer and consent solicitation by Denbury Resources Inc.
- Represented J.P. Morgan and the underwriters in a registered offering of US\$500M of high yield senior notes by EXCO Resources, Inc.
- Represented the underwriters in multi-billion-dollar registered debt and equity offerings by Concho Resources Inc.
- Represented J.P. Morgan Securities LLC as representative of the several initial purchasers in US\$1.3B of 144A/Regulation S senior notes offerings by Superior Energy
- Represented WindMW GmbH, a Blackstone-backed German offshore wind farm, in connection with a €978 nine-tranche U.S. dollar and Euro-denominated project bond offering
- Represented Deutsche Bank and Citigroup as initial purchasers in a US\$550M project bond financing by Fermaca Enterprises

Initial Public Offerings, PIPEs and Equity Offerings

- Represented Citi in Private Placement of Crestwood common units
- Represented the underwriters in preferred units offering by Global Partners
- Represented the underwriters in connection with the US\$185M initial public offering by Nine Energy Service, Inc.
- Represented Discovery Capital Management, LLC and certain of its affiliates as selling stockholders of Peabody Energy Corporation in a US\$346.9M secondary offering of common stock
- Represented Värde Partners, Inc. in a US\$100M convertible preferred equity investment in Lilis Energy, Inc.
- Represented Warburg Pincus as lead investor in a US\$350M convertible preferred equity investment in SemGroup Corporation
- Represented EIG Global Energy Partners on a US\$500M investment into USA Compression Partners, LP (NYSE: USAC), in which certain investment funds managed or sub-advised by EIG and other investment vehicles unaffiliated with EIG agreed to purchase an aggregate amount of US\$500M of newly established Series A Perpetual Preferred Units and received warrants to purchase up to 15,000,000 Common Units of USA Compression
- Represented the underwriters in connection with the US\$81M initial public offering of Ramaco Resources, Inc.
- Represented FBR Capital Markets as initial purchaser in a 144A equity offering by C&J Energy Services
- Represented the Blackstone Group L.P. and Pinnacle Foods Inc. in connection with a US\$667M initial public offering and numerous secondary offerings
- Represented Kohlberg Kravis Roberts & Co. L.P. and Dollar General Corporation in a US\$824M initial public offering, numerous secondary offerings of common stock and registered debt offerings

- Represented J.P. Morgan and the underwriters in connection with the initial public offering of Dunkin' Brands Inc., the parent company of Dunkin' Donuts and Baskin Robbins

Liability Management/Restructuring

- Represented a dealer manager in connection with Calumet Specialty Products Partners, L.P.'s US\$200M notes exchange offer and related consent solicitation
- Represented Bristow Group Inc. and certain of its subsidiaries in connection with its petition for relief under Chapter 11 of the U.S. Bankruptcy Code, as well as the US\$75M term loan facility provided by certain creditors in connection with the petition and the US\$150M proposed debtor-in-possession loan facility
- Represented Ascent Capital Group, Inc. in connection with proposed exchange offers by Monitronics International, Inc. for its outstanding 9.125% Senior Notes due 2020 for new senior secured second lien cash pay/PIK notes due 2023
- Represented an ad hoc committee of unsecured noteholders to Northern Oil & Gas, Inc., a leading non-operating oil and gas exploration and production company, in an up-tier exchange of US\$500M of senior unsecured notes for US\$350M of senior second lien notes and approximately 40% of pro forma equity
- Represented Sable Permian Resources (formerly known as Permian Resources), a privately held exploration and production company backed by The Energy & Minerals Group, OnyxPoint Global Management, Sable Management, First Reserve, and other investors, in connection with a recapitalization transaction that included an equity capital raise of approximately US\$750M, an optional equity purchase amount of approximately US\$350M, a debt for equity exchange of approximately US\$325M of secured and unsecured indebtedness and a debt for equity exchange of approximately US\$250M of junior subordinated notes
- Represented EXCO Resources, Inc. in its issuance of US\$300M in aggregate principal amount of senior secured 1.5 lien notes due 2022 and warrants for shares of EXCO's common stock and the exchange of approximately US\$683M of senior secured second lien term loans for a like amount of senior secured 1.75 lien term loans
- Represented a financial advisor in connection with private purchase and exchange agreements by SandRidge Energy, Inc. pursuant to which SandRidge repurchased US\$250M of its unsecured notes for US\$94.5M cash and exchanged US\$275M of notes for new convertible notes
- Represented W&T Offshore, Inc. in connection with an exchange offer for approximately US\$710.2M of the outstanding 8.500% Senior Notes due 2019 for approximately (i) US\$60.4M shares of common stock, (ii) US\$159.8M aggregate principal amount of new Senior Second Lien PIK Toggle Notes due 2020, and (iii) US\$142.0M aggregate principal amount of its new Senior Third Lien PIK Toggle Notes due 2021

Recent Experience

Winston Represents Specialty Building Products, LLC in a \$510.0 Million Senior Secured Notes Offering

Winston Represents KeHE Distributors, LLC in a \$250.0 Million Senior Secured Notes Tack-On Offering

US\$2B Roper Technologies, Inc. Senior Notes Offering

\$800 Million Baltimore Gas & Electric Company Notes Offering

\$800 Million Commonwealth Edison Company Public Offering of First Mortgage Bonds

Rubicon Sale of Fleet

UB-X Technology Closing of \$10M IPO

US\$900M Constellation Energy Generation, LLC Public Offering of Green Senior Notes

\$675 Million Potomac Electric Power Company Public Offering of First Mortgage Bonds

\$1.7 Billion Exelon Corporation Public Offering of Notes

Recognitions

Justin was listed as one of *Lawdragon's* 2025 "500 Leading Energy Lawyers" for Capital Markets, M&A, esp. Energy.

Credentials

EDUCATION

Justin received his B.A. in Political Science from Hunter College in 2001, *magna cum laude*, where he participated in Special Honors Curriculum. He graduated with his J.D. from the New York University School of Law in 2004 where he was a member of the Order of the Barristers and Moot Court Honor Society.

ADMISSIONS

- Texas
- New York

Related Insights & News

PUBLICATIONS & SPEAKING ENGAGEMENTS

Co-Author, "[9 Liability Management Tips as Debt Maturity Cliff Looms](#)," Law360, September 2024

Speaker, "Rescue Capital - Energy Credit Alternatives," Hart Energy's 2021 Energy Capital Conference, June 2021

WINSTON MINUTE



RECOGNITIONS

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

MARCH 6, 2025

RECOGNITIONS

Winston Advises on Global Banking & Markets: Latin America's 2024 M&A Deal of the Year

OCTOBER 22, 2024

ARTICLE

9 Liability Management Tips As Debt Maturity Cliff Looms

SEPTEMBER 4, 2024

CLIENT ALERT

Take Private Transactions

JULY 2024

WEBINAR

Winston & Strawn – Listen and Learn Webinar with CohnReznick

JUNE 27, 2024

SPONSORSHIP

The Corporate Dealmakers Forum 2024

JUNE 4, 2024

SPONSORSHIP

Winston & Strawn Sponsors EF Hutton Annual Global Conference

MAY 15, 2024

CLIENT ALERT

Liability Management

MAY 2024

ARTICLE

What to Expect in Energy Finance Following the First Quarter of 2024

MAY 3, 2024

SPONSORSHIP

Beyond the Finish Line: Navigating IPOs and M&A

SPONSORSHIP

Winston & Strawn Sponsors Sidebar Summit

APRIL 24, 2024

BLOG

SEC Grants Permanent Relief for 144A Debt Securities from Public Information Requirements of Rule 15c2-11

NOVEMBER 20, 2023

Capabilities

Transactions	Capital Markets	Corporate Governance	Finance
Mergers & Acquisitions	Private Equity	Restructuring & Insolvency	Public Companies
Energy	Oil & Gas	Energy Transition	Financial Services
Technology, Media & Telecommunications	Food & Beverage	Retail & Luxury	