



Charles T. Haag

Partner

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Routinely recognized as one of the country's top capital markets attorneys, Charlie represents companies and financial institutions in a wide range of corporate finance transactions and corporate governance matters.

Charlie serves as Co-Chair of Winston's Public Company Advisory Practice. He has over 25 years of experience advising companies on public and private equity and debt offerings, tender offers, spin-offs, reorganizations, and mergers and acquisitions. He also regularly counsels clients on corporate governance matters, including fiduciary duties and SEC filings. Charlie has represented clients in a variety of industries, including REITs and real estate, consumer products, energy, retail, technology, construction and financial services.

Charlie is a frequent writer and speaker in the capital markets and corporate governance arena. His recent presentations have focused on developments in corporate governance and securities regulation.

Key Matters

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

- Represented a leading global provider of climate control solutions in connection with its offering of \$350 million aggregate principal amount of investment-grade notes.
- Represented one of the nation's premier retailers in connection with several public offerings over more than a decade by its wholly owned subsidiary of over \$6 billion aggregate principal amount of investment-grade notes.
- Represented a provider of energy products and services as well as a defense contractor in connection with the \$1.0 billion spin-off of one of its lines of business.
- Represented a leading provider of well completion services used to enhance recovery rates from oil and gas wells in connection with two private placements of over \$800 million of high-yield notes.
- Advised one of the nation's premier retailers in connection with several tender offers over more than a decade to purchase for cash more than \$3 billion of outstanding debt securities.
- Represented a real estate development company in connection with its issuance of \$750 million high-yield notes in a Rule 144A and Regulation S offering.
- Advised a leading provider of well completion services used to enhance recovery rates from oil and gas wells in connection with multiple tender offers for over \$350 million aggregate principal amount of its high-yield debt securities.
- Acted as counsel for a producer of fabricated aluminum products in connection with three issuances of high-yield and cash convertible notes with an aggregate principal amount of over \$650 million.
- Advised a leading global provider of connected products and solutions for automakers, consumers, and enterprises in connection with its \$400 million private placement of convertible notes.
- Advised a leading global provider of connected products and solutions for automakers, consumers, and enterprises in connection with tender offers to purchase for cash more than \$180 million in investment grade debt securities.
- Advised a leading building-products company in its \$1.8 billion registered public rights offering, supported by a backstop equity agreement, to fund a portion of the company's settlement and emergence from bankruptcy.
- Represented NexPoint Hospitality Trust, a REIT with a portfolio of 11 hotel properties located across five states and six major metropolitan markets in the United States, in connection with its initial public offering.
- Represented NexPoint Residential Trust, Inc. in connection with its \$100 million at-the-market equity offering.
- Represented NexPoint Residential Trust, Inc., in connection with its \$85.5 million public offering of common stock.
- Represented Highland Capital Management in a consortium of institutional investors to acquire 1.1 million acres of East Texas timberlands for approximately \$1.39 billion in a joint venture with Catchmark Timber Trust.
- Represented NexPoint Advisors, L.P. ("NexPoint"), an affiliate of Highland Capital Management, L.P., in connection with an investment by funds affiliated with NexPoint in a \$125 million Preferred Stock Equity Commitment with Jernigan Capital, Inc. ("JCAP"), a NYSE-listed real estate investment trust that invests in and provides loans to developers and operators of self-storage facilities.
- Represented NexPoint Residential Trust, Inc., a REIT focused on multifamily properties in the Southeastern United States, in connection with its spin-off from NexPoint Credit Strategies Fund, a non-diversified, closed-end investment company.
- Advised a leading provider of custom engineered systems and products in the energy industry in connection with the entry of an agreement with activist investors to appoint two individuals to the board of directors.
- Advised a provider of energy products and services as well as a defense contractor in its entry into a cooperation agreement with an activist investor.
- Advised a fast-growing, full-service restaurant concept in connection with its initial public offering of common stock and subsequent secondary public offerings of common stock by selling stockholders.

- Advised a leading provider of custom engineered systems and products in the energy industry in connection with three public and private offerings of preferred stock, common stock and warrants.
- Advised one of the world’s largest beverage companies in several acquisitions over more than a decade of beverage manufacturing and distribution companies.
- Advised a leading provider of custom engineered systems and products in the energy industry in connection with the reorganization of the company, including the formation of a Delaware holding company.

Recent Experience

NexPoint Storage Partners Completes \$5.3M Exchange of Series E Preferred Stock for Series F Preferred Stock

Mezzanine Loan of up to US\$218M

NexPoint Storage Partners Closes \$71.7 Million Private Offering of 8.50% Series F Cumulative Redeemable Preferred Stock

NexPoint Real Estate Finance Closes \$15M Follow-On Offering of 5.75% Senior Unsecured Notes Due 2026

NexPoint Real Estate Finance, Inc. Launches US\$400M Continuous Offering of 9.0% Series B Cumulative Redeemable Preferred Stock

VineBrook Homes Trust Closes Internalization of Manager

VineBrook Homes Trust Closes \$63.7 Million Private Offering of 9.50% Series B Cumulative Redeemable Preferred Stock

Farmer Bros.’s Sale of Its Direct Ship Business to Treehouse Foods

Ducommun Closes US\$92M Underwritten Public Offering

Granite Construction Inc. Closes US\$374M Offering of Convertible Senior Notes

Recognitions

- *The Best Lawyers in America*®, Corporate Law, 2021–2024
- *The Legal 500 US*, 2010, 2011, 2019–2023
- *IFLR1000*, Highly Regarded for Capital Markets: Debt, Capital Markets: Equity, and M&A, 2020
- “Best Lawyers in Dallas,” *D Magazine*, 2012–2016
- *Texas Super Lawyers*, 2012–2018
- *Texas Super Lawyers Rising Stars*, 2010
- *Chambers USA* “up-and-coming individuals,” 2009
- D Magazine: Best Lawyers in Dallas

Credentials

EDUCATION

Charlie received his B.S. from Marquette University. He earned his J.D. from the University of Pittsburgh, where he

was a member of the *University of Pittsburgh Law Review*. He also earned his LL.M. from Georgetown University.

ADMISSIONS

- Texas

Related Insights & News

Publications

- “Honored in the Breach: Diverging Law and Practice in Tender Offers for Debt Securities,” The Columbia Law School Blue Sky Blog, June 2013
- “Honored in the Breach: Issues in the Regulation of Tender Offers for Debt Securities,” NYU Journal of Law & Business, 2012
- “D.C. Circuit Vacates SEC’s Proxy Access Rule,” Bloomberg BNA, Corporate Counsel Weekly™, August 2011
- “Fundamentals Are Key to Spurring Tech Growth,” Potomac Tech Journal, February 2002
- “Corporate Governance Out of Focus: The Debate over Classified Boards,” The Business Lawyer, May 1999
- “Legitimizing ‘Environmental’ Legislation Under the GATT in Light of the CAFE Panel Report: More Fuel for Protectionists,” University of Pittsburgh Law Review, 1995

Speaking Engagements

- Panelist, “Activism Trend Continues to Grow,” National Investor Relations Institute, Southwest Regional Conference, Houston, TX, August 2019
- Speaker, “Preparing to be Public: Corporate Governance Considerations,” Orange County Bar Association, Corporate Counsel Section, Newport Beach, CA, June 2019
- Presenter, “Corporate Governance and SEC Developments,” Association of Corporate Counsel, Dallas, TX, February 2019
- Speaker, “Activism and Corporate Governance Update,” Orange County Bar Association, Corporate Counsel Section, Newport Beach, CA, November 2018
- Panelist, “Shareholder Activism Update,” National Investor Relations Institute, Dallas, TX, May 2018
- Panelist, “Responding to Shareholder Opposition to Executive Compensation and Governance: The New Rules for Engagement,” National Association of Corporate Directors, Dallas, TX, October 10, 2017
- Panelist, “Shareholder Activism,” National Investor Relations Institute, Southwest Regional Conference, Denver, CO, September 2014
- Panelist, “Proxy Contest and Shareowner Activism” Shareholder Services Association Annual Conference, Broomfield, CO, July 2014
- Panelist, “Shareholder Activism: Behind the Scenes,” National Investor Relations Institute, Oklahoma City, OK, October 2013
- Speaker, SEC Conference 2014: An Accounting & Reporting Update for Public Companies, The Center for Professional Education, Inc., Dallas, TX, June 2014
- Presenter, SEC Comment Letters, Dallas Bar Association, Dallas, TX, June 2011
- Speaker, SEC Conference 2011: An Accounting & Reporting Update for Public Companies, The Center for Professional Education, Inc., Dallas, TX, June 2011

- Presenter, “The Dodd-Frank Act of 2010: Corporate Disclosure and SEC Enforcement,” Houston Bar Association, Houston, TX, September 2010
 - Presenter, “The Dodd-Frank Act: Congress Passed It, Now What’s In It?” Dallas Bar Association, Dallas, TX, August 2010
 - Presenter, “IPO Bootcamp,” KPMG, Dallas, TX, July 2010
 - Presenter, “Preparing for the 2010 Proxy Season - Enhanced Disclosure Requirements and Other Developments,” Dallas Bar Association, Dallas, TX, February 2010
 - Panelist, SEC Conference 2009: An Accounting and Reporting Update for Public Companies, The Center for Professional Education Inc., Dallas, TX, June 2009
 - Speaker, “Entrepreneurial Development Series, Legal Issues for the Entrepreneur,” University of Texas at Dallas, Dallas, TX, January 2009
 - Panelist, “SEC Hot Topics Institute,” RR Donnelley, Dallas, TX, September 2008
 - Panelist, SEC Conference 2008: An Accounting and Reporting Update for Public Companies, The Center for Professional Education Inc., Dallas, TX, June 2008
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SPONSORSHIP

Winston Sponsors Nareit’s REITwise: 2024 Law, Accounting & Finance Conference
MARCH 19, 2024

BLOG

Navigating the Application of a Clawback Policy to Restatements and Recovery Periods Before October 2, 2023
FEBRUARY 29, 2024

RECOGNITIONS

Winston Partners Recognized on the 2024 *Lawdragon* 500 Leading Dealmakers in America
OCTOBER 20, 2023

RECOGNITIONS

Winston Attorneys Recognized in *The Best Lawyers in America*® 2024
AUGUST 17, 2023

RECOGNITIONS

Winston & Strawn Recognized in *The Legal 500 U.S.* 2023
JUNE 7, 2023

SPONSORSHIP

Winston & Strawn Sponsors Nareit’s REITwise 2023
MARCH 21-23, 2023

RECOGNITIONS

Winston & Strawn Recognized in IFLR1000 2022

AUGUST 25, 2022

RECOGNITIONS

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

AUGUST 18, 2022

RECOGNITIONS

Winston & Strawn Recognized in *The Legal 500 U.S.* 2022

JUNE 8, 2022

SPONSORSHIP

Winston & Strawn Sponsors Nareit's REITwise 2022

MARCH 23-25, 2022

SPONSORSHIP

Winston Sponsors NaREIT: REITworks 2021 Virtual Conference

SEPTEMBER 20-23, 2021

RECOGNITIONS

Winston & Strawn Attorneys Recognized in *The Best Lawyers in America*® 2022

AUGUST 19, 2021

Capabilities

Transactions

Capital Markets

Corporate Governance

Mergers & Acquisitions

Private Equity

Public Companies

Financial Services

Energy

Oil & Gas

Artificial Intelligence (AI)