SpencerFane®

Robert J. Melgaard

Of Counsel

Contact

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Overview

Robert Melgaard helps public companies, boards of directors, and management teams navigate securities law, corporate governance, and regulatory compliance matters so they can meet complex requirements, manage risk, and achieve their strategic objectives.

For more than 30 years, Robert has advised issuers on a wide range of securities transactions and reporting requirements. His experience includes public and private offerings of debt and equity securities, initial public offerings, Rule 144A and Regulation S offerings, shelf registrations, public company reporting obligations, proxy solicitations, stock exchange compliance, and securities law matters affecting employee benefit plans. Clients rely on his practical guidance to navigate complex regulations while supporting growth and capital-raising initiatives.

Public companies regularly turn to Robert for counsel on corporate governance and board-related matters. He advises boards of directors and board committees on fiduciary duties, governance practices, risk management, executive compensation, succession planning, shareholder engagement, and compliance issues. Robert also provides training for directors and senior executives on corporate governance and securities compliance matters, including insider trading and securities ownership reporting.

Having advised dozens of companies on the legal and business considerations associated with public company status, Robert understands the challenges organizations face in today's regulatory environment. His experience enables him to provide strategic counsel that helps companies balance governance responsibilities, regulatory compliance, and long-term business objectives.

Education

- University of Nebraska College of Law, 1985 (J.D.), *with distinction*
- Montana State University, 1982 (B.S.), *with honors*

Bar Admissions

- Oklahoma, 1985

Distinctions

- *Chambers USA*, Oklahoma, Corporate Law, Commercial, 2019-2026
- *Best Lawyers in America,* Corporate Compliance Law; Corporate Law; Securities/Capital Markets Law; Securities Regulation, 2003-2027
  - Lawyer of the Year, Securities Regulation, 2017, 2024, 2027
  - Lawyer of the Year, Corporate Compliance Law, 2018, 2020, 2024
  - Lawyer of the Year, Securities and Capital Markets Law, 2016, 2019
- *Oklahoma Super Lawyers*, Securities; Corporate Finance, 2006-2026

Memberships

- Tulsa County Bar Association, Corporate Counsel Section, Chairperson, 1994-1995
- Oklahoma Bar Association, Business and Corporate Law Section, Chairperson, 1998
- American Bar Association

Related Experience

- Handled Rule 144A/Reg. S offering of $300 million of 7.25% senior notes by an NYSE midstream service company and a subsequent related registered exchange offer on Form S-4.
- Handled Rule 144A/Reg. S offering of $325 million of 6.375% senior notes by an NYSE midstream service company and a subsequent related registered exchange offer on Form S-4.
- Established an approximately $300 million at-the-market offering program for an NYSE midstream service company.
- Handled an underwritten public offering of $233 million of common stock by an NYSE midstream service company.
- Handled a private placement of 10.1 million shares of common stock (19.9% of outstanding shares) by an NYSE global contractor specializing in energy infrastructure in exchange for covenant relief by lenders.
- Handled Rule 144A/Reg. S offering of $300 million of 7.5% senior notes by an NYSE midstream service company and a subsequent related registered exchange offer on Form S-4.
- Handled Rule 144A/Reg. S offering of $400 million of 6 5/8% senior subordinated notes by an NYSE-integrated energy company and a subsequent related registered exchange offer on Form S-4.
- Handled an underwritten public offering of $250 million of 6 5/8% senior subordinated notes by an NYSE-integrated energy company.
- Handled an issuer tender offer for $59.4 million of outstanding 2.75% convertible senior notes by an NYSE global contractor specializing in energy infrastructure.
- Handled an issuer tender offer for $32 million of outstanding 6.5% convertible senior notes by an NYSE global contractor specializing in energy infrastructure.
- Handled an underwritten public offering of $131 million of common stock, executed as a forward sale transaction, by an NYSE utility holding company.
- Filed Form 10 with the SEC for a midstream service company and original listing of its common stock and warrants on the NYSE.
- Handled an underwritten public offering of $200 million of 5.875% senior notes by an NYSE utility holding company.
- Handled an underwritten public offering of $180 million of first mortgage bonds by wholly-owned electric utility subsidiary of an NYSE utility holding company.

- Handled an underwritten public offering of $250 million of 9% senior notes by an NYSE utility holding company.
- Handled the corporate reorganization of a NYSE global contractor resulting in a change in its domicile from the Republic of Panama to Delaware, which involved an agreement and plan of merger, the filing of a Form S-4 registration statement, a special meeting of stockholders, and an SEC no-action letter
- Handled the private placement of $110 million of first mortgage bonds by wholly-owned electric utility subsidiary of an NYSE utility holding company.
- Handled an underwritten public offering of $268.8 million of common stock by an NYSE global contractor specializing in energy infrastructure.
- Handled a sale of an NYSE oil and gas company to another NYSE oil and gas company for approximately $4.0 billion in stock and cash.
- Handled an offering of $52 million of common stock and warrants by an NYSE global contractor specializing in energy infrastructure in a PIPE transaction.
- Handled an offering of $84.5 million of 6.5% convertible senior notes by an NYSE global contractor specializing in energy infrastructure in a PIPE transaction.
- Handled Rule 144A offering of $70 million of 2.75% convertible senior notes by an NYSE global contractor specializing in energy infrastructure.
- Handled an underwritten public offering of $250 million of 6.5% senior notes by an NYSE utility holding company.
- Handled an underwritten public offering of $124.2 million of common stock by an NYSE utility holding company.
- Handled an underwritten public offering of $75 million of first mortgage bonds by whollyowned electric utility subsidiary of an NYSE utility holding company
- Handled an underwritten public offering of $94.8 million of common stock by an NYSE global contractor specializing in energy infrastructure and selling stockholders
- Handled the sale of a public oil and gas company to another public oil and gas company for approximately $350 million in stock and cash.
- Handled an underwritten public offering of $175.9 million of common stock by an NYSE utility holding company.
- Handled the sale of a public oil and gas company to a privately-owned oil and gas company for approximately $50 million in cash.
- Handled an underwritten public offering of $64.1 million of common stock by selling stockholders of a public oil and gas company.
- Handled the acquisition of a public oil and gas company by privately-owned oil and gas company for approximately $81.7 million in stock.
- Represented, over a 16-year period, an NYSE oil and gas company in five public equity offerings, including its initial public offering, two public debt offerings, and three Rule 144A/Reg. S debt offerings (and subsequent related exchange offers on Form S-4), all of which raised aggregate net proceeds of approximately $1.2 billion.