



## David J. Johnson Jr.

Partner

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Dave Johnson represents corporations, funds, and investment banks in all aspects of corporate finance and capital markets transactions including acting as lead counsel in numerous domestic and international public and private capital markets offerings, PIPE transactions and negotiated restructurings. Dave has represented issuers and underwriters in public and private offerings of equity and debt (including ABS, convertible and high-yield) securities in cross-border transactions in the US, Europe, and Asia, as well as acted as counsel to investment funds in debt and equity investments and exchange transactions.

Dave has acted as counsel to issuers, advisors and funds in connection with direct debt and equity investments, debt tender and exchange offers and distressed restructurings.

In addition, Dave counsels companies, boards and special committees in disclosure and corporate governance matters. He also represents corporations, funds and financial advisors in acquisition and restructuring transactions.

Dave has been recognized by *Chambers USA*, *Chambers Global*, *Who's Who Legal*, *Legal 500* and *Super Lawyers*, as a leading Capital Markets lawyer.

### Experience

- **Bona Film Group:** Represented the borrower in film slate financing.
- **Lai Fung Holdings:** Represented licensee in connection with theme park project.

### Admissions

#### *Bar Admissions*

California

Washington, DC

New York

Hong Kong

### Education

University of Virginia, J.D., M.B.A.,  
1985

University of Virginia, B.A., 1979

- **SunTech Power Holdings:** Represented debtor in restructuring.
- **PT Berlian Laju Tanker:** Represented lead investor in refinancing of distressed senior notes.
- **Village Roadshow Entertainment:** Represented term B lenders in recapitalization.
- **Wuxi Pharma Tech:** Represented borrower in term loan.
- **BGI-Shenzhen:** Represented a leading genomic research institute in connection with its entry into a definitive merger agreement with Complete Genomics, Inc. The transaction is the first successfully completed acquisition by a Chinese acquirer of a US publicly traded company.
- **International Lease Finance Corporation:** Represented the issuer in its 144A offering of senior notes and senior secured notes.
- **Lions Gate Entertainment:** Represented the issuer in its 144A offering of senior secured second priority notes.
- **BPA Laboratories:** Represented the initial purchasers in the 144A offering of senior secured notes.
- **Royal Dutch Shell:** Represented the underwriters in the registered public notes offerings of Royal Dutch Shell.
- **Conexant Systems:** Represented the issuer in its concurrent 144A offering of senior secured notes and public secondary stock offering.
- **Switchcraft:** Represented the lead investor in its private investment in senior subordinated notes and convertible preferred stock.
- **Legendary Entertainment:** Represented the issuer in its investment in senior secured notes.
- **Ambassadors International:** Represented the issuer in its convertible debt exchange offer and debt restructuring.
- **Creative Artist Agency:** Represented the lenders in its second lien loan in connection with leveraged recapitalization.
- **Beverly Hilton Acquisition Co.:** Represented the investor in its secured participating loan.
- **Northwest Airlines:** Represented the backup purchaser in its rights offerings in bankruptcy.
- **Claim Jumper Restaurants:** Represented the stalking-horse bidder in the sale of assets in a Section 363 sale.
- **Qwest Communications:** Represented the issuers in:
  - US\$12.9 billion exchange offer and consent solicitation
  - 144A offering of US\$1.775 billion of senior notes
  - US\$1.0 billion cash tender offer
  - US\$1.75 billion revolving credit facility
- **MTS, Inc. (Tower Records):** Represented the debtor in the prepackaged bankruptcy, including issuance of senior notes.
- **Six Flags Inc.:** Represented the lead holder in an exchange offer for up to US\$400 million of new senior notes.

- **NextWave Wireless:** Represented the lead investor in the private investment in US\$350 million senior secured notes (including warrants) and convertible preferred stock; restructuring of same to create first, second and third lien notes.
- **IMC Mortgage:** Represented the financial advisor in an out-of-court reorganization.
- **Spin Cycle:** Represented the debtor in the consensual restructuring, including proposed prepackaged bankruptcy.
- **Alaska Air Group:** Represented the issuer in its 144A offering of convertible notes and public offering of common stock.
- **International Game Technology:** Represented the issuer in its 144A offering of convertible notes.
- **SanDisk Corporation:** Represented the issuer in its US\$1.15 billion convertible senior notes.
- **FTI Consulting, Inc.:** Represented the issuer in its 144A offering of convertible notes and senior notes.
- **Quality Distribution Inc.:** Represented the issuer in its 144A offering of senior notes.
- **Liberman Broadcasting:** Represented the issuer in its 144A offering of senior notes and senior discount notes.
- **Toyota Motor Credit:** Represented the underwriters and dealers in the Euro and domestic public notes offerings.
- **Nationwide Health Properties:** Represented client in its public offering of common stock and notes.
- **Occidental Petroleum:** Represented client in its structured sale of investment in Lyondell Chemical.
- **Project Euronet:** Represented the lenders in a bridge loan.
- **The J. Paul Getty Trust:** Represented the dealer-managers on an offer to purchase notes.
- **GoTo.com:** Represented Credit Suisse as underwriters in the secondary stock offering.
- **Focus Media:** Represented Goldman Sachs in the initial public offering of ADS.
- **ATA Inc.:** Represented the issuer in its initial public offering of ADS.
- **Shanda Interactive Entertainment Limited:** Represented the issuer in its initial public offering of ADRs and 144A offering of convertible notes.

## Professional Activities

### Member

- New York State Bar Association

## Honors & Awards

- Recognized by *The Legal 500 US* in Capital Markets: Debt (2020)
- Recognized by *IFLR1000* as a "Leading Lawyer" (2017) and "Highly Regarded" in Capital Markets - Equity (2018-2021)
- Recommended in Capital Markets: Debt and Equity by *Who's Who Legal* (2018-2019)