



## ROBERT J. MELGAARD

**Partner**

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Robert J. Melgaard is a partner in the Corporate and Securities practice group. Mr. Melgaard has over 30 years of extensive experience representing issuers in the areas of public and private securities offerings of debt and equity, including initial public offerings, Rule 144A/Reg. S offerings and shelf registrations, compliance with public company reporting and proxy solicitation requirements, the Sarbanes-Oxley and Dodd-Frank Acts, public disclosure obligations, corporate governance, stock exchange listings and compliance, employee benefit plan securities law matters, insider trading, and insider securities ownership reporting and short-swing profit liability. Over the years, he has guided numerous companies on the public offering process and has advised over 30 companies on the business and regulatory aspects of being a publicly traded company. Mr. Melgaard regularly advises Boards of Directors and Board committees on governance, fiduciary duties and compliance matters. He also conducts training for directors and senior management of public companies on corporate governance and securities compliance, including insider trading. Mr. Melgaard's corporate governance experience includes providing advice on Board and Board committee practices, structure and composition, including governance guidelines, committee charters and self-evaluations, shareholder activism, takeover defenses, executive officer and director succession planning, risk management, executive officer and director compensation matters, related party transactions, say-on-pay matters and shareholder proposals.

### Experience

Representative Transactions/Cases:

### PRACTICES

- Business Formation and Organization
- Capital Markets and Securities Offerings
- Corporate and Securities
- Corporate Compliance and Governance
- Mergers & Acquisitions
- Securities Regulation and Compliance

### EDUCATION

- University of Nebraska, J.D., with distinction, 1985
- Montana State University, B.S., with honors, 1982

### ADMISSIONS

- Oklahoma - 1985

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- Rule 144A/Reg. S offering of \$300 million of 7.25% senior notes by a NYSE midstream service company and subsequent related registered exchange offer on Form S-4
- Rule 144A/Reg. S offering of \$325 million of 6.375% senior notes by a NYSE midstream service company and subsequent related registered exchange offer on Form S-4
- Establish up to \$300 million at-the-market offering program for a NYSE midstream service company
- Underwritten public offering of \$233 million of common stock by a NYSE midstream service company
- Private placement of 10.1 million shares of common stock (19.9% of outstanding shares) by a NYSE global contractor specializing in energy infrastructure in exchange for covenant relief by lenders
- Rule 144A/Reg. S offering of \$300 million of 7.5% senior notes by a NYSE midstream service company and subsequent related registered exchange offer on Form S-4
- Rule 144A/Reg. S offering of \$400 million of 6 5/8% senior subordinated notes by a NYSE integrated energy company and subsequent related registered exchange offer on Form S-4
- Underwritten public offering of \$250 million of 6 5/8% senior subordinated notes by a NYSE integrated energy company
- Issuer tender offer for \$59.4 million of outstanding 2.75% convertible senior notes by a NYSE global contractor specializing in energy infrastructure
- Issuer tender offer for \$32 million of outstanding 6.5% convertible senior notes by a NYSE global contractor specializing in energy infrastructure
- Underwritten public offering of \$131 million of common stock, executed as a forward sale transaction, by a NYSE utility holding company
- Filing of Form 10 with the SEC for a midstream service company and original listing of its common stock and warrants on the NYSE
- Underwritten public offering of \$200 million of 5.875% senior notes by a NYSE utility holding company
- Underwritten public offering of \$180 million of first mortgage bonds by wholly-owned electric utility subsidiary of a NYSE utility holding company
- Underwritten public offering of \$250 million of 9% senior notes by a NYSE utility holding company
- 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
- Private placement of \$110 million of first mortgage bonds by wholly-owned electric utility subsidiary of a NYSE utility holding company
- Underwritten public offering of \$268.8 million of common stock by a NYSE global contractor specializing in energy infrastructure
- Sale of NYSE oil and gas company to another NYSE oil and gas company for approximately \$4.0 billion in stock and cash
- Offering of \$52 million of common stock and warrants by a NYSE global contractor specializing in energy infrastructure in a PIPE transaction
- Offering of \$84.5 million of 6.5% convertible senior notes by a NYSE global contractor specializing in energy infrastructure in a PIPE transaction
- Rule 144A offering of \$70 million of 2.75% convertible senior notes by a NYSE global contractor specializing in

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energy infrastructure

- Underwritten public offering of \$250 million of 6.5% senior notes by a NYSE utility holding company
- Underwritten public offering of \$124.2 million of common stock by a NYSE utility holding company
- Underwritten public offering of \$75 million of first mortgage bonds by wholly-owned electric utility subsidiary of a NYSE utility holding company
- Underwritten public offering of \$94.8 million of common stock by a NYSE global contractor specializing in energy infrastructure and selling stockholders
- Sale of public oil and gas company to another public oil and gas company for approximately \$350 million in stock and cash
- Underwritten public offering of \$175.9 million of common stock by a NYSE utility holding company
- Sale of public oil and gas company to privately-owned oil and gas company for approximately \$50 million in cash
- Underwritten public offering of \$64.1 million of common stock by selling stockholders of a public oil and gas company
- Acquisition of 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 a 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

## Honors & Recognitions

Named the *Best Lawyers*® "Lawyer of the Year" in Tulsa for Corporate Compliance Law (2018, 2020, 2024), Securities Regulation (2017, 2024), and Securities/Capital Markets Law (2016, 2019)

Listed in *Chambers USA* (Oklahoma): Corporate/Commercial - 2019 to present

Listed in *The Best Lawyers in America*®: Corporate Compliance Law, Corporate Law, Securities/Capital Markets Law, and Securities Regulation (2003 - present)

Listed in Super Lawyers (Oklahoma): Securities and Corporate Finance

Tulsa County Bar Association Corporate Counsel Section Former Chairperson, 1994-1995

Oklahoma Bar Association Business and Corporate Law Section Chairperson, 1998

Robert J. Melgaard

Nebraska Law Review Executive Editor 1984 – 1985 and Member 1983-1985

Order of the Coif

Beta Gamma Sigma

## **Community & Professional**

Tulsa County Bar Association

Oklahoma Bar Association

American Bar Association

## **News**

58 Conner & Winters Lawyers Recognized in 2026 Edition of *The Best Lawyers in America*<sup>®</sup>  
08.29.2025

30th Edition of Best Lawyers<sup>®</sup> Recognizes 67 Attorneys from Conner & Winters  
08.18.2023

29 Attorneys Selected to 2022 Super Lawyers & Rising Stars Lists  
11.14.2022

Oklahoma Super Lawyers Names Conner & Winters Attorneys to 2021 Lists  
10.21.2021

Conner & Winters Attorneys Honored by Chambers USA 2021  
05.26.2021

*Oklahoma Super Lawyers* Names Conner & Winters Attorneys to 2020 Lists  
11.10.2020

Peers Rank Conner & Winters Lawyers as the Best in their Field  
09.16.2020

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Conner & Winters Announces New Leadership Team

09.11.2019

Eight Conner & Winters Attorneys Named "Lawyer of the Year" by Best Lawyers in America®

08.22.2019

Conner & Winters Announces Leadership Team

01.08.2019

Congratulations to the 59 lawyers from Conner & Winters who were recognized in The Best Lawyers in America© 2019.

08.15.2018

Conner & Winters Recognized by Chambers USA 2018

05.03.2018

10 Conner & Winters Attorneys Named "Lawyer of the Year" by Best Lawyers in America

09.11.2017

58 Conner & Winters Attorneys Named to 2018 Best Lawyers in America List

08.15.2017

**CONNER & WINTERS HONORED BY CHAMBERS USA 2017**

05.26.2017

## **Alerts & Publications**

59 Conner & Winters Attorneys Recognized by Best Lawyers in America

08.16.2019