



Mary Daniel Morgan

Counsel

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Practice Areas

Executive Compensation
Securities, Corporate Governance and
Public Companies
Mergers and Acquisitions
Tax Law

Education

University of Virginia School of Law
J.D. - (2018)

University of Mississippi Sally McDonnell
Barksdale Honors College
B.S. Integrated marketing
Communications - (2015)

Bar Admissions

Texas

Mary Daniel's practice focuses on a wide range of executive compensation and employee benefits matters, including the applicable tax, securities law, corporate governance and disclosure implications associated with such matters. She has represented a multitude of Fortune 1000 companies across industries such as petroleum, hospitality, food and beverage, aerospace, aviation, biopharmaceutical, communication, and technology, leading them through the compensation and benefits issues that arise in domestic and international mergers and acquisitions, initial public offerings, restructurings, and corporate governance matters.

Mary Daniel has experience in all aspects of the design, drafting, implementation and ongoing administration of compensation and benefit plans and arrangements, including employment, severance, and change in control agreements, incentive arrangements, deferred compensation plans, 401(k) and profit-sharing plans, defined benefit plans, and equity-based compensation awards and arrangements.

Experience

Corporate Governance Matters

- Drafts associated documentation for and advises clients on the tax code provisions applicable to the following: employment agreements, severance and change of control agreements, retention agreements, incentive arrangements, including cash bonus plans, deferred compensation plans, and equity-based compensation plans and awards, qualified and non-qualified plans and arrangements, including defined benefit plans, 401(k) and profit-sharing plans, and welfare plans
- Analyzes and advises Board and Compensation Committees on market executive compensation trends and prepares resolutions regarding approval of executive compensation arrangements
- Represents executives and companies in executive transitions, including negotiating and drafting separation agreements

Securities Matters

- Counsels publicly traded companies regarding securities law disclosure and shareholder

approval issues involving director and executive compensation arrangements

- Prepares disclosures relating to executive compensation and employee benefits issues for annual proxy statements, Form 10-Ks, Form 10-Qs, and Form 8-Ks
- Advises clients on and prepare Form S-8 registration statements and associated documentation
- Prepares Section 16 reports for executives and directors

Mergers and Acquisitions

- Negotiates, designs, and drafts executive compensation arrangements and transaction documents, including purchase agreement provisions, disclosure schedules, operating agreements, post-transaction compensation agreements, and proxy and registration statement disclosures
- Performs Section 280G golden parachute taxation analysis
- Leads legal due diligence regarding executive compensation and employee benefits plans and arrangements, ensuring legal compliance, including Title IV and Section 409A compliance

Representative Experience

- Represented The Sterling Group, a middle market private equity firm, in (i) its acquisitions of (x) HLSG Intermediate, LLC, a healthcare linen products and laundry services provider (2026), (y) a majority ownership stake in Precision Concepts International, LLC, a leading provider of specialty rigid packaging solutions (2025); and (z) Comar, a producer of consumer and healthcare rigid packaging products and plastic medical products (via Precision Concepts International, LLC) (2025), and (ii) its sales of (x) West Star Aviation to Greenbriar Equity Group (2025) and (y) Frontline Road Safety to Bain Capital (2025)
- Represented Vistra Corp. (NYSE: VST) in its (i) \$4 billion acquisition of Cogentrix Energy, whose natural gas portfolio consisted of ten modern natural gas generation facilities totaling approximately 5,500 MW of capacity (2026) and (ii) acquisition of seven modern gas generation facilities from Lotus Infrastructure Partners (2025)
- Represented Bluejay Therapeutics, a privately held biotechnology company focused on viral and liver diseases, in its \$620 million acquisition by Mirum Pharmaceuticals, Inc., a leading rare disease company (2025)
- Represented CyberArk (NASDAQ: CYBR), the global leader in identity security, in its \$25 billion acquisition by Palo Alto Networks (NASDAQ: PANW), the global cybersecurity leader (2025)
- Represented Allison Transmission Holdings Inc. (NYSE: ALSN) in its \$2.7 billion acquisition of the off-highway business of Dana Incorporated, a leading provider of drivetrain and propulsion solutions (2025)
- Represented Targa Resources Corp. (NYSE: TRGP), a leading midstream infrastructure company, in \$1.25 billion acquisition of Stakeholder Midstream, LLC, a company providing natural gas gathering, treating and processing services, as well as crude gathering and storage services in the Permian Basin (2025)

- Represented Bridge Investment Group Holdings Inc. (NYSE: BRDG) in a \$1.5 billion all-stock acquisition of the asset management company by Apollo (NYSE: APO) (2025)
- Represented Teamshares Inc., a tech-enabled acquiror of small-to-medium sized enterprises in its \$746 million business combination with Live Oak Acquisition Corp. V (NASDAQ: LOKV), a publicly traded special purpose acquisition company sponsored by Live Oak Merchant Partners (2025)
- Represented Joby Aviation, Inc. (NYSE: JOBY) in its \$125 million acquisition of Blade Air Mobility's passenger business (2025)
- Represented the underwriters in CoreWeave, Inc.'s \$1.5 billion initial public offering (2025)
- Represented StubHub Holdings, Inc. in its \$800 million initial public offering (2025)
- Represented ServiceTitan, Inc. (NASDAQ: TTAN), a software platform, in its \$624.8 million initial public offering (2024)
- Represented Innovid (NYSE: CTV), an advertising software platform, in its acquisition by Mediaocean at an approximate enterprise value of \$525 million (2024)
- Represented Sunoco LP in its sale of 204 convenience stores to 7-Eleven, Inc. for approximately \$1 billion (2024)
- Represented Earthstone Energy, Inc. in its acquisition by Permian Resources Corp. in an all-stock transaction valued at approximately \$4.5 billion (2023)

Professional Recognition

- *Best Lawyers: Ones to Watch® in America* Employee Benefits (ERISA) Law (2025-2026)

Involvement

- Member, State Bar of Texas