



Nathan Kibler

Shareholder

Knoxville | 865.549.7125 | nkibler@bakerdonelson.com

Nashville | 615.726.5600

Nathan Kibler focuses his practice in securities and corporate law.

As a member of the Firm's Corporate Group, Mr. Kibler focuses his practice in the areas of securities and corporate law.

Mr. Kibler provides personalized, end-to-end legal counsel to help public companies navigate the complexities of securities regulation and capital markets. He combines technical experience with practical insight to deliver solutions that ensure compliance and support strategic growth.

He routinely assists clients in meeting obligations under the Securities Exchange Act of 1934, SEC rules, and stock exchange listing standards. This includes preparing and reviewing periodic filings (including Forms 10-K, 10-Q, and 8-K), proxy statements, Section 16 reports, as well as beneficial ownership filings on Schedules 13D and 13G. Mr. Kibler monitors regulatory developments to ensure internal reporting processes and governance practices remain strong and compliant.

He also represents companies through public offerings, follow-on equity offerings, and debt placements. From managing SEC registration processes to advising on exemptions, he works closely with internal teams and external stakeholders to ensure timely, compliant execution. His work also includes providing securities law support for mergers and acquisitions.

Mr. Kibler maintains a robust corporate governance practice focused on advising boards of directors and senior management on fiduciary duties, oversight responsibilities, and risk management. He helps clients design and refine governance frameworks tailored to business objectives and regulatory requirements.

As an active leader in pro bono initiatives, Mr. Kibler serves as the Knoxville Pro Bono Office Chair and is a two-time recipient of the Knoxville Office Pro Bono Award. He has successfully briefed and argued pro bono cases before the U.S. Court of Appeals for the Third Circuit, securing published decisions in favor of clients, including a seminal opinion that a national non-profit organization has described as "a cornerstone of that court's jurisprudence relating to the Convention Against Torture." Mr. Kibler was also instrumental in establishing the Knoxville Homeless Court and was appointed by the Tennessee Supreme Court to serve as a commissioner on the Tennessee Access to Justice Commission. His term begins April 1, 2026.

Before joining Baker Donelson, Mr. Kibler practiced at an international law firm in Atlanta. He previously served as law clerk to the Honorable Eugene E. Siler Jr. in the United States Court of Appeals for the Sixth Circuit, and to the Honorable Robert H. Cleland in the United States District Court for the Eastern District of Michigan.



Representative Matters

Securities Offerings and Compliance

- Represented a NYSE-listed timber company in connection with a third-party tender offer.
- Represented a NASDAQ-listed health care product distribution company in a \$250 million senior notes offering under Rule 144A/Reg. S and subsequent exchange offer.

- Served as counsel for a NYSE-listed health care supply and medical device company in a \$250 million debt exchange offer.
- Represented two non-listed REITs in their continuous public offerings of up to \$2.7 billion and \$2.5 billion, respectively.
- Represented a NYSE-listed financial services company in a shelf takedown of \$150 million fixed to floating cumulative redeemable preferred stock.
- Represented a NYSE MKT-listed biopharmaceutical company in warrant exchange offers and rights offering.
- Represented a NYSE-listed financial holding company in a \$40 million fixed-to-floating rate subordinated notes offering and a \$72 million shelf takedown offering of common stock.
- Represented a NASDAQ-listed bank holding company in the registration of shares under its dividend reinvestment plan.
- Represented a NASDAQ-listed health care company in a \$179 million share repurchase transaction with a stockholder.
- Represented a non-listed REIT in two issuer tender offers.
- Served as Tennessee counsel for a NYSE-listed company in connection with a \$500 million senior notes offering, \$600 million senior notes offering, and shelf registration statement on Form S-3.
- Serve as corporate governance and SEC compliance counsel to companies in the banking, pharmaceutical, medical device, laboratory, home health and hospice, supply chain management, construction equipment, and metrology industries.
- Served as securities counsel for a health care real estate company in a shelf registration of \$500 million in securities and shelf takedown of \$300 million in common stock for an at-the-market (ATM) offering.

Mergers and Acquisitions

- Served as counsel for a NASDAQ-listed health care product distribution company in a \$2.1 billion merger.
- Represented a NYSE-listed health care REIT in a \$760 million merger.
- Represented a NASDAQ-listed bank holding company in an approximately \$300 million merger.
- Represented a NYSE-listed health care services company in its divestiture of multiple hospitals and related physician practices.
- Served as counsel to a home health and hospice company in a tax-free merger valued at \$410 million and a related spinoff of its long term care business.
- Represented a NYSE-listed financial holding company in a \$33 million merger.
- Represented a special purpose acquisition company in its \$125 million merger with a provider of medical care products.



Professional Honors & Activities

- Recipient – Baker Donelson Knoxville Office Pro Bono Award (2017, 2025)



Publications

- "FAQ: The SEC's Proposed Rule on the Enhancement and Standardization of Climate Related-Disclosures" (March 2022)



Education

- University of Tennessee College of Law, J.D., 2009, summa cum laude
 - Executive Editor – *Tennessee Law Review*
- University of North Carolina at Chapel Hill, B.A., 2003, with distinction



Admissions

- Georgia
- Tennessee
- U.S. Court of Appeals for the Third and Sixth Circuits
- U.S. District Court for the Eastern District of Michigan