



Andrew Wootton

Of Counsel

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Andrew Wootton focuses his practice on transactional tax matters, representing clients in various transactions including equity and asset sales, acquisitions, divestitures, fund formations, financings, and internal restructuring, with extensive experience in both domestic and cross-border engagements involving corporate and partnership tax issues.

Mr. Wootton concentrates his practice on transactional tax matters, with a specific focus on the private equity, consumer packaged goods, real estate, and technology sectors. He represents clients in various types of transactions, including equity and asset sales, taxable and tax-free acquisitions and divestitures involving various corporate and partnership entity structures, reorganizations under Section 368(a), fund formations, debt and equity financings, and internal restructuring transactions.

Mr. Wootton has extensive experience in both domestic and cross-border engagements involving corporate and partnership tax issues. He has worked with a broad range of clients in many different sectors, including Fortune 500 companies; private equity, venture capital, and investment funds; family offices; local companies; emerging companies; and individuals. His clients come to him for advice on tax issues related to the formation and operation of corporations, partnerships, and limited liability companies, and the development of tax-efficient acquisition, disposition, and financing structures.

In his practice, Mr. Wootton frequently represents multinational corporations and small businesses in the planning and implementation of international joint ventures, construction projects, mergers and acquisitions, and international expansion of operations. He also advises foreign clients in planning for their entry into the U.S. via foreign and domestic legal structures.

Prior to joining Baker Donelson, Mr. Wootton served as a senior manager at Ernst & Young LLP.

Representative Matters

- Advised a founder regarding tax matters applicable to the sale of a controlling interest of a startup company in the consumer-packaged goods industry to a private equity buyer in a transaction valued at \$200 million.
- Advised a family office on tax matters related to the formation of holding structures for various international real estate development projects.
- Represented a privately held oil & gas services company in its sale to a special purpose acquisition company, with responsibilities including the development of an UP-C structure and negotiating tax provisions of transaction agreements.
- Advised a private equity backed cold storage provider in the formation of its entity holding structure, and in tax matters related to the acquisition of facilities in APAC, LATAM, and EMEA jurisdictions.

Professional Honors & Activities

- Member – Dallas Bar Association, Tax Section
- Member – State Bar of Texas, Tax Section



Publications

- "Final Energy Credit Regulations Under Section 48" (December 2024)
- "S.A.L.T. Select Developments: Texas" (July 2024)
- "S.A.L.T. Select Developments: Texas" (May 2024)
- "S.A.L.T. Select Developments: Texas" (April 2024)
- "S.A.L.T. Select Developments: Texas" (March 2024)



Speaking Engagements

- Co-presenter – "Consolidated Return Aspects of Group Restructurings," Tax Executives Institute (May 2016)



Education

- Southern Methodist University Dedman School of Law, J.D., 2010, magna cum laude
 - *Southern Methodist University Law Review*
- University of Texas at Austin, B.B.A. in Finance, 2001



Admissions

- Texas, 2010