



**Katharine L.  
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Based in Washington, D.C., Katharine Thompson is a Partner in the Firm's Capital Markets Practice. She represents corporate issuers, private equity sponsors and underwriters in connection with a wide range of securities offerings, including initial public offerings and follow-on equity offerings, as well as spin-offs and high yield and investment grade debt offerings. Katharine also advises clients with regard to ongoing public reporting, compliance and corporate governance matters. She was recently recognized as one of *The American Lawyer's* 2026 "Dealmakers of the Year".

Practice Focus:

- Corporate
- Capital Markets
- Initial Public Offerings
- UP-C Structures

Katharine has experience with complex IPOs, including those employing UP-C and other multiple-tier umbrella partnership structures.

Recent examples of Katharine's work include advising:

- Medline in its more than \$7 billion NASDAQ IPO, the largest IPO of 2025, the largest healthcare IPO in history and the largest private equity-backed IPO ever, and its subsequent \$3.5 billion secondary offering;
- Bumble in its \$2.5 billion IPO and its \$1.1 billion secondary offering;
- Change Healthcare in its \$928 million IPO and concurrent tangible equity units offering;
- Paysafe in its merger with Foley Trasimene Acquisition Corp. II;
- Herc Holdings in multiple Rule 144A/Reg S offerings of high yield senior notes
- Hilton Worldwide Holdings Inc. in multiple Rule 144A/Reg S offerings of high yield senior notes and secondary offerings;
- The Carlyle Group on its 2020 corporate conversion;
- Blackstone on its 2019 corporate conversion;
- Leading investment banks such as J.P. Morgan, Citigroup, Goldman Sachs and Bank of America Merrill Lynch in high yield and investment grade offerings for companies such as Apollo, HP,

- and Coca-Cola Consolidated;
- The Carlyle Group in its public offering of 16,000,000 5.875% Series A preferred units, representing \$400 million in aggregate liquidation preference;
- Dell Technologies in a \$20 billion first lien notes offering and \$3.25 billion senior notes offering relating to its acquisition of EMC Corporation;
- The underwriters in the \$1.2 billion IPO of US Foods;
- Mars in its inaugural Rule 144A/Regulation S offering of \$5 billion of senior notes; and
- Dover Corporation in the 2018 spin-off of its upstream energy business into a standalone, publicly traded company.

Katharine is Contributing Editor to *Lexology Panoramic: Initial Public Offerings*. She received her J.D. *magna cum laude* from Georgetown University Law Center, where she was elected to the Order of the Coif and was an Executive Notes Editor of *The Tax Lawyer*. She received her B.A. *magna cum laude* from Georgetown University.