



## Jean-Claude Lanza

Partner

[jlanza@pbwt.com](mailto:jlanza@pbwt.com)

Tel: 212-336-2022

Fax: 212-336-2832

Jean-Claude Lanza's practice is primarily focused on international capital markets & corporate finance. Mr. Lanza represents institutional banking clients in a wide variety of transactions related to cross-border financings & reorganizations. These generally involve the structuring & negotiation of public & private offerings of equity, debt & hybrid assets, along with the development of novel & first-of-a-kind financial instruments, in most cases offered, listed for trading & settled in connection with interjurisdictional transactions in both mature & emerging/frontier markets. Specifically, Mr. Lanza's transactions include project financings, going-private transactions, at-the-market offers (ATMs), private investments in public equity (PIPEs) & registered direct offers (RDOs), exchange listings & de-listings, spin-offs, as well as tender, exchange & rights offers, and exempt offers (Reg. D, Reg. S, Rule 144, Rule 144A).

Mr. Lanza also provides counsel to multinational corporations on acquisitions, insolvencies & reorganizations, agency-related appointments, anti-corruption compliance procedures & federal securities law analysis.

In addition to his capital markets & corporate finance practice, Mr. Lanza advises a wide variety of clients across a broad spectrum of commercial activity. His clientele includes industry-leading financial institutions, global consumer goods retailers, two of Europe's largest law firms, a large European beverage distributor, advanced energy technology firms, large LatAm manufacturing companies, international securities exchanges, non-US investment advisers, internationally recognized not-for-profit agencies & private equity funds.

### Education

- New York Law School (J.D., 1998)
- Fordham University (B.A., 1995)

### Admissions

- New York
- Connecticut

### Professional Activities

MEMBERSHIPS: Association of the Bar of the City of New York; American Bar Association; Emerging Markets Traders Association (firm representative)

SPEAKING ENGAGEMENTS: Co-Presenter, "Taking Advantage of the Crisis Market," World Services Group Virtual Global Symposium & 2020 Annual Meeting (September 16, 2020); Co-Presenter, "Blockchain:

Fundamentals & Opportunities - A Primer on its Evolution, Technological Functionality & Potential Use Cases," State Capital Group 2018 Annual Meeting (September 7, 2018).

## Representative Matters

### *Financial Services*

- Represented a U.S. financial institution in connection with the global equity restructuring of the world's largest mining & logistics operator.
- Represented an international financial solutions and securities processing firm in connection with a \$5 billion sovereign debt offering in fully certificated (non-book entry) form.
- Represented a U.S. financial institution in connection with the structured sale of a \$7.9 billion stake in the world's largest e-commerce provider.
- Represented a U.S. financial institution in connection with the spin-off of a leading Indian-based steel producer, as part of an \$18 billion diversification plan.
- Represented a U.S. financial institution in connection with the \$4.8 billion acquisition of a leading global parcel operator.
- Represented a U.S. financial institution in various Latin American solar and wind project finance transactions, including deals in Uruguay, El Salvador, Guatemala, Panama and Peru.
- Represented a U.S. financial institution in connection with the structuring and negotiation of a \$25 billion NYSE-listed initial public offering for a Chinese online commerce company, considered to be the largest in history.
- Represented a financial institution in connection with numerous going private transactions for Chinese-based issuers and their respective management teams seeking to take advantage of lower market valuations in the technology sector.
- Represented a domestic financial institution in connection with a Chilean energy company's \$6 billion capital increase, considered to be the largest capital increase in Latin America to date.
- Represented a U.S. financial institution in connection with the structuring and regulatory aspects of the first global equity offering of a Qatari company.
- Represented a U.S. financial institution in connection with a registered rights offering to holders of American Depositary Shares in connection with a corporate mandate to increase liquidity and thus enhance the long-term growth prospects of one of the world's largest semiconductor chip foundries based in Singapore.
- Represented a U.S. financial institution in connection with the establishment of a credit facility for, and the collateralization of assets held by, one of the largest suppliers of energy in the U.S.
- Represented a U.S. financial institution as trustee, paying agent, transfer agent & registrar in connection with a \$2.5 billion investment grade subordinated note offering by one of the largest commercial banking groups in Hong Kong.
- Represented a U.S. financial institution as depositary and fiscal agent in connection with a monoline bond insurer's offer to exchange residential mortgage-backed securities and asset-backed securities valued at over \$9 billion.
- Represented a U.S. financial institution in connection with the initial public offering of depositary shares and the establishment of a NASDAQ-listed depositary shares facility for a Taiwanese-based world leader in the development & manufacturing of micro-technology instruments.

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- Represented a U.S. financial institution in connection with the establishment of NYSE-listed depository share and warrant facilities and the subsequent exchange of the NY registry shares of a major Dutch airline for the NYSE-listed shares and warrants of a French air carrier by means of an SEC registered exchange offer.
- Represented a U.S. financial institution in connection with the issuance of restricted securities upon the consummation of merger and acquisition transactions by an international news, sports and entertainment provider based in Australia.
- Represented a Middle East private equity group in connection with the provision of ongoing international telecommunication services from Bangladesh for use by a multinational UAE-based telecom service provider.
- Represented a foreign financial institution in connection with a project finance transaction connected to a \$345 million loan for the construction and operation of a 916 km electricity transmission line connecting remote substations throughout Chile. Transaction was nominated for the *Latin Lawyer Magazine*'s Latin American Deal of the Year.
- Represented a foreign state banking institution in connection with the establishment of a \$400 million credit facility for the construction of a new international terminal at Mexico City's Benito Juárez International Airport, considered one of Latin America's most important and most innovative cross-border financings.
- Represented a securities exchange based in the Middle East in connection with the establishment and enforcement of conditional trading and settlement rules for its member broker/dealer community.
- Represented a multi-billion dollar foreign private equity fund established to identify real estate investment opportunities in China, Malaysia and Indonesia.

## ***International Stock Exchanges***

- Represented a newly-formed securities exchange based in the Middle East in connection with the establishment of custody and settlement rules, and interim (when-issued) trading regulations, and reconciliation of same with local regulatory requirements.
- Represented a US-based international securities exchange in connection with the analysis of director fiduciary duties and liabilities.

## ***Energy***

- Represented a Middle East based distributor of wind turbines in connection with the structuring and negotiation of terms related to exclusive regional distributorship rights.
- Represented a NY-based alternative energy source distributor on debt financing, regulatory matters, as well as proposed state rebate legislation.

## ***Fund Administrators & Investment Advisers***

- Represented a Finnish investment fund administrator and a European mutual fund in connection with the Lehman Brothers bankruptcy case.
- Represented the domestic subsidiary of a foreign commercial bank, in connection with its registration as an investment adviser with the SEC.

## ***Technology***

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- Represented a superconducting wire technology firm in connection with its strategic partnership with a US-based designer & manufacturer of power systems for government and private sector energy projects.
- Represented a financial technology firm in connection with various multi-billion dollar Yankee bond issuances for Italian companies seeking to access international capital markets while maintaining compliance with local taxation regime.
- Represented a U.S. Department of Defense-funded advanced technology company in connection with the structuring and negotiation of joint development agreement and various commercial contracts relating to the purchase and construction of superconducting magnetic energy storage hardware.
- Represented an international financial technology company in connection with the structuring and execution mechanics for the successful exchange of \$270 billion of Greek government debt.
- Represented a financial technology firm in connection with various multi-billion dollar sovereign debt offerings requiring advanced secondary market settlement structuring.
- Represented a Swiss-based financial advisor in connection with US-focused trust analysis.

## ***Not-for-Profit Entities***

- Represented an international philanthropic organization in connection with the transfer of its entire asset portfolio valued at over \$3 billion as a result of a change of custodian & service vendor.
- Represented a number of international not-for-profit entities on the scope and terms of anti-bribery regulations pursuant to the Foreign Corrupt Practices Act of 1977. Matters covered included the analysis of payments/gifts to foreign nationals (permissible vs. prohibited), affirmative defenses, standard local market business practices, U.S. government guidance and enforcement, and the establishment of internal anti-corruption compliance procedures.
- Represented a Delaware charitable organization in connection with its application for NYS real property tax exemptions on residences leased to low-to-moderate income inhabitants for the purpose of combating community deterioration.

## ***Healthcare Services***

- Represented a women and minority business focused on translation and interpretation services for the healthcare industry in connection with its initial and subsequent rounds of venture capital financing.

## ***International Law Firm***

- Represented equity owners of an insolvent international law firm in connection with partnership dissolution, staff retention, ongoing client representation and pre-exit fiduciary obligations.
- Represented a Netherlands-based law firm with NYC operations on its office space leasing arrangement.

## ***Spirits Manufacturer & Distributor / Beverage Distributor***

- Represented a U.S.-based holding company of an international conglomerate of premium spirits manufacturers and distributors in connection with its reorganization, acquisition and financing activities.
- Represented a Czech Republic-based beverage distribution company in connection with its strategic analysis & structuring for commercial growth in order to expand its Central European leading market share

## ***Superyacht Owner***

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- Represented a corporate owner in connection with the negotiation and sale of a U.S. Coast Guard-registered superyacht, including the review and resolution of legacy U.S. import duty issues.
- Represented UHNWI in connection with the negotiation, purchase and refit of a superyacht.

## ***Manufacturing Company***

- Represented a large Brazilian cable manufacturer in connection with its first non-domestic loan facility.