Domestic Transactions

1. Fidelity National Financial, Inc. (Black Knight)
Indirect distribution to holders of Fidelity National Financial, Inc. of its interest in Black Knight Financial Services, Inc., accomplished via contribution of interest into a newly formed company, followed by distribution of that company to shareholders and merger of distributed company into new holding company.

2. GenVec, Inc.
Merger consideration consisted of common and a contingent payment right, implicating contingent payment right valuation issues as well as open/closed transaction doctrine.

3. Capitol Acquisition Corp. III
Merger of Capitol Acquisition Corp. III into Cision Ltd. (a Cayman Islands company); tax uncertainty hinged on application of Sec. 351 and whether the merger qualified for reorganization treatment.

4. Janus Capital Group Inc.
Merger of Janus Capital Group Inc. into Henderson Group plc in combination with share consolidation; resulting Janus Henderson Group plc subject to testing to determine whether U.S. or foreign corporation.

Spin-off of HP software business as Seattle SpinCo followed by merger of Seattle SpinCo into Micro Focus International plc, a U.K. company, with holders of Seattle SpinCo holding 50.1% of Micro Focus International plc following merger.

International Transactions

6. Innocoll Holdings plc
Acquisition of Innocoll Holdings plc by wholly owned Irish subsidiary of Gurnet Point L.P., private U.S. company for cash and non-transferable contingent value right. Closed/open transaction issues; Sec. 483 imputed interest issues; Sec. 7874 issues.
When you have to be right

7. GP Investments Acquisition Corp., Alignvest Acquisition Corp., Double Eagle Acquisition Corp.

Multiple domestcations of foreign companies into U.S.; Some were deemed domestcations due to purchase of U.S. private businesses. Sec. 367(b) 7874 issues.

8. Brookfield Asset Management Inc.

Distribution by Brookfield Asset Management Inc. of Trisura Group Ltd. common. Taxable in Canada; Nontaxable in U.S. Canadian withholding issues.

9. Gafisa SA

Taxable rights offering for Gafisa shareholders to purchase shares of Construtora Tenda SA, its wholly owned subsidiary, followed by distribution to Gafisa shareholders of Tenda shares remaining after rights offering.

10. VTTI Energy Partners LP

Cash merger of Marshall Islands limited partnership into private Netherlands company. Limited partnership elected to be treated as U.S. corporation. Basis in common affected by prior distributions on units treated as nontaxable returns of capital.

For more information about our solutions and organization, please contact our product managers Richard.Ryndak@wolterskluwer.com or Susan.Flignor@wolterskluwer.com.

DISCLAIMER: The information and views set forth in this Wolters Kluwer Financial Services’ communication are general in nature and are not intended as legal, tax, or professional advice. Although based on the law and information available as of the date of publication, general assumptions have been made by Wolters Kluwer Financial Services that may not take into account potentially important considerations to specific taxpayers. Therefore, the views and information presented in this Wolters Kluwer Financial Services’ communication may not be appropriate for you. Readers must also independently analyze and consider the consequences of subsequent developments and/or other events. Readers must always make their own determinations in light of their specific circumstances.

About Wolters Kluwer Governance, Risk & Compliance

Wolters Kluwer Governance, Risk & Compliance (GRC) is a division of Wolters Kluwer which provides legal, finance, risk and compliance professionals and small business owners with a broad spectrum of solutions, services and expertise needed to help manage myriad governance, risk and compliance needs in dynamic markets and regulatory environments.

Wolters Kluwer N.V. (AEX: WKL) is a global leader in information services and solutions for professionals in the health, tax and accounting, risk and compliance, finance and legal sectors. Wolters Kluwer reported 2016 annual revenues of €4.3 billion. The company, headquartered in Alphen aan den Rijn, the Netherlands, serves customers in over 180 countries, maintains operations in over 40 countries and employs 19,000 people worldwide.

© 2018 Wolters Kluwer Financial Services, Inc. All Rights Reserved.