

## Commentary

Top Ten Corporate Actions of  
2017 and Key Tax Issues

## Financial Services

# Capital Changes 2017 Top 10

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**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.

**5. Hewlett Packard Enterprise Co.**

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.

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

Multiple domestications of foreign companies into U.S.; Some were deemed domestications 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.

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