



DON'T TAX YOU. DON'T TAX ME. TAX THAT FELLOW BEHIND THE TREE.*

VOLUME 04, ISSUE 04 | February 8, 2022

Editor's Note

When the smoke cleared after the US Senate's failure to advance the Build Back Better Act (the "BBBA"), it finally dawned on CMTQ that the US might be in for a prolonged period of stable capital gain tax rates. As we previously reported, after Joe Biden was elected President and with a narrow Democratic majority in the Senate, US taxpayers were apparently worried enough about a significant increase in capital gain rates to consider accelerating their plans to sell capital assets, including private businesses.¹ The rate increase initially proposed in April 2021 (which would have been effective as of the date it was proposed) would have taken individual capital gain rates to 39.6% from the current 20% for taxpayers with more than \$1 million in income. That was enough to scare some people into acting (or not acting), although we will never know exactly how many.

Now, in February 2022, the picture looks quite different. Barring radical new 2022 ideas for raising revenue, the only tax rate increase that survived the 2021 legislative gauntlet was a high income BBBA surcharge of 5 or 8 percent, generally for taxpayers earning more than \$10 or \$25 million per year, respectively. Even that may not become law in 2022 unless Congressional Democrats are able to resurrect parts of BBBA. Looking forward, in nine months we have the Congressional midterm elections on November 8, 2022. The only chance of a new rate initiative in 2023 after the midterms seems to be if the Democrats add to their majorities in the House and Senate. We'll leave that prognostication to others but we could enter 2023 and 2024 with a still-

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¹ See Bob Carlson, [How to Avoid the Higher Capital Gains Taxes That Are Likely Coming](#), *Forbes* (June 23, 2021).

divided government; usually that bodes well for those who like tax rate stability. The outcome of the 2024 Presidential and Congressional elections is anyone's guess but by that time, the US will have had a 20% long-term capital gain rate for 26 years. In 1998, when the rate was lowered to the current 20%, few would have predicted that kind of long-term, so to speak, rate stability.

Of course, many things may change between now and 2024 so take what we say here with a grain of salt. All the answers will be in a future edition of CMTQ.

We cover a number of topics in this edition of CMTQ, including the further extension of relief for public REITs and RICs paying dividends in stock, tax reporting for crypto, and more.

Final Regulations on IBOR Transition Released

The big IBOR transition news for Q4 2021 came just before the ball dropped in Times Square. On December 30, 2021, the Internal Revenue Service ("IRS") published final regulations for the IBOR transition (the "Final Regulations").² This coincided with the end of the publication of one-week or two-month LIBOR on December 31, 2021 (the remaining dollar LIBORs are scheduled to end on June 30, 2023). The last major guidance from the IRS on the LIBOR transition came on October 8, 2019 in the form of proposed regulations under section 1001 of the Code³ (the "Proposed Regulations"). Most importantly, as discussed in more detail below, the Final Regulations no longer contain the requirement in the Proposed Regulations that the fair market value of the instrument after the replacement or addition must be substantially equivalent to the fair market value of the instrument before the replacement or addition, replacing that standard with a list of modifications that fall outside the relief provided by the Final Regulations. The Final Regulations follow a simple structure that blesses all modifications to any instruments that fit the definition of "covered modifications," other than modifications that fit the definition of "noncovered modifications."

For a detailed summary of the Final Regulations, see our Legal Update, available at <https://www.mayerbrown.com/en/perspectives-events/publications/2022/01/us-irs-releases-final-regulations-addressing-ibor-transition>.

² The Final Regulations are available at <https://public-inspection.federalregister.gov/2021-28452.pdf>. The IRS released Rev. Proc. 2020-44 since the issuance of the Proposed Regulations, but that guidance only applied to limited and specific circumstances (as discussed in more detail below).

³ Unless otherwise stated, all section references herein are to the Internal Revenue Code of 1986, as amended (the "Code").

Rev. Proc. 2021-53 Extends Temporary Relief for Public REIT and RIC Stock Dividends

The pandemic persists, and so too does some relief provided to taxpayers during the pandemic.⁴ Rev. Proc. 2020-19 provided temporary relief for certain stock distributions of publicly offered real estate investment trusts (“REITs”) and publicly offered regulated investment companies (“RICs”), permitting such entities to pay dividends with 90% stock under certain circumstances for distributions declared after April 1, 2020 and on or before December 31, 2020.⁵ On November 30, 2021, the IRS issued Rev. Proc. 2021-53, which provides the same relief for distributions declared on or after November 1, 2021 and on or before June 30, 2022.⁶

Although a REIT is generally subject to corporate-level tax, the Code provides a special deduction to REITs for dividends paid which can result in a complete elimination of US federal corporate income tax at the REIT level. Furthermore, a REIT is generally required to distribute at least 90% of its taxable income to shareholders in order to take advantage of the special rules applicable to REITs. In order for a distribution to be deductible by the REIT, and to count towards the 90% distribution requirement, the distribution must be a “dividend” for federal income tax purposes. REIT distributions paid in cash out of the REIT’s current and accumulated earnings and profits are generally dividends that the REIT can deduct. On the other hand, distributions paid entirely in stock are generally not “dividends” and thus cannot be deducted by the REIT.

Rev. Proc. 2017-45 provided a safe harbor for publicly offered REITs and RIC⁷ to satisfy the distribution requirement with a combination of cash and stock, provided in general that each shareholder can elect either cash or stock and the aggregate cash component of the distribution to all shareholders represents at least 20% of total distributions. As discussed, Rev. Proc. 2020-19 reduced the cash limitation component to 10% for most of 2020. Rev. Proc. 2021-53 temporarily reduces the cash limitation component to 10% with respect to distributions declared by a publicly offered REIT or RIC on or after November 1, 2021 and on or before June 30, 2022. This temporary relaxation also applies to publicly offered regulated investment companies.

4 And, before that, the Financial Crisis of 2008. See Rev. Proc. 2010-12, extending the original rule from Revenue Procedures issued in 2008 and 2009.

5 For a summary of the Rev. Proc., see CMTQ Volume 3 Issue 2, available at <https://www.mayerbrown.com/-/media/files/perspectives-events/publications/2020/08/capital-markets-tax-quarterly-volume-03-issue-02.pdf>.

6 Rev. Proc. 2021-53 is available at <https://www.irs.gov/pub/irs-drop/rp-21-53.pdf>.

7 A publicly offered REIT or RIC is a REIT or RIC which is required to file annual and periodic reports with the Securities and Exchange Commission under the Securities Exchange Act of 1934.

Build Back Better Act?

In fall of 2021, Mayer Brown tax extensively covered the progress of the BBBA in a number of legal updates. That legislation is now on hold.⁸ The latest from Capitol Hill is that pieces of the legislation are still being considered.⁹ It remains to be seen what tax aspects of the two iterations of the BBBA will remain, if indeed any legislation moves forward.

PLR 202141005 – Applying Section 304 to an Acquisition

Summary

On October 15, 2021, the IRS published PLR 202141005¹⁰, ruling that Code¹¹ section 304 did not apply to an acquisition of the stock of a publicly traded target by an acquiring group that had overlapping public shareholders with the intended target. The IRS reached its conclusion even though the acquisition group was not able to identify the ownership percentage of certain overlapping shareholders and instead relied on the acquiring group's representations that it had performed all means available by which to identify the overlapping shareholders and had no actual knowledge that would give it reason to believe that there was sufficient overlap in ownership that would result in an acquisition of "control," as defined in section 304(c).

Following, we briefly summarize the relevant provisions of the Code and analyze the facts and law that the IRS considered in PLR 202141005 for purposes of reaching its conclusion.

General Background

Code section 302 governs the taxation of corporate redemptions of a shareholders stock. Generally, a corporations distribution of cash or other property (other than the corporations own stock) to a shareholder in exchange for the shareholders stock is treated as a taxable sale or exchange provided the exchange terminates or sufficiently reduces the shareholders interest in the corporation. If, however, the exchange does not terminate or sufficiently reduce the shareholders interest, such redemption shall be treated as a distribution of property to which section 301 applies.

Code section 304 was enacted as a backstop to section 302 in order to prevent the use of related corporations to receive capital gain treatment on corporate transactions that more properly should be given dividend treatment. Generally, section 304 provides that if one or more persons are in control of each of two corporations, and, in return for property, one of the corporations acquires

⁸ Our summary of the version that passed the House of Representatives is available at <https://www.mayerbrown.com/-/media/files/perspectives-events/publications/2021/11/all-politics-is-local.pdf>.

⁹ See Doug Sword, House and Senate Reconciliation Bills Differ on 24 Tax Provisions, 174 Tax Notes Federal 861 (Feb. 7, 2022). Also, adding to the uncertainty, Sen. Ben Ray Lujan (D., NM) was hospitalized in New Mexico on February 3, 2022 with a stroke.

¹⁰ Private Letter Ruling 202141005, (10/15/2021).

¹¹ The Internal Revenue Code of 1986, as amended.

stock in the other corporation from the person so in control, then the property is treated as a distribution in redemption of the stock of the corporation acquiring such stock. "Control," for purposes of section 304, means ownership of stock possessing at least 50% of the vote or value of the corporation.

To the extent that such distribution is treated as a distribution to which section 301 applies, the transferor and the acquiring corporation shall be treated in the same manner as if the transferor had transferred the stock so acquired to the acquiring corporation in exchange for stock of the acquiring corporation in a transaction to which section 351(a) applies, and then, as if the acquiring corporation had redeemed the stock, it was treated as issuing in such transaction.

The deemed distribution in redemption of acquirings stock is tested under section 302 in order to determine whether the transaction should be treated as an exchange, in which case the transferor would receive capital gain treatment, or as a section 301 distribution, in which case the transferor realizes dividend income in the amount of the distribution (to the extent of the combined earnings and profits of both corporations).

PLR 202141005

In PLR 202141005, Parent, a US corporation, owns Acquiring, a US corporation and member of Parents affiliated tax group. Target is a non-US corporation and the parent of a worldwide group that includes both US and non-US entities. Prior to the acquisition of Target, each of Parent and Target had a single class of common stock which were publicly traded and widely held.

On the acquisition date, Target shareholders received shares of Parent and cash for each of their existing Target shares. However, several institutional investors owned shares in both Parent and Target through various mutual funds. As a result, there was potential for the acquisition to be treated as a transaction described in section 304.

In order to determine whether section 304 was applicable to the acquisition, Parent obtained shareholder information of Parent and Target from several resources and synthesized the data in a model to identify the shareholder overlap of the two corporations. For example, Parent retrieved publicly available shareholder information from the Securities and Exchange Commission, including Schedules 13D and 13G, Forms 13F and Form 10-K and others; however, these documents provided only limited information, such as number of shares issued for each company and the shareholder information of an investor that held more than 5%. Parent then further determined that each 5% shareholder was an institutional investor that was not the ultimate beneficial owner of the stock of Parent or Target, as applicable.

In addition, Parent contacted transfer agents to obtain additional information in relation to undisclosed shares and took steps to verify whether a subscription service appropriately monitored changes in stock ownership of each company in order to determine whether it could identify the ownership percentage of each overlapping and unidentified shareholder. However, after exhausting

all reasonable methods to identify ownership of the total shares, a certain percentage of the issued and outstanding shares of Parent and Target, respectively, remained undisclosed.

As a result, Parent requested a private letter ruling from the IRS that section 304 did not apply to the acquisition of Target and made the following representations to the IRS with respect to the acquisition: (1) Parent has performed all means available by which to identify the holders of the Parent and Target undisclosed shares immediately before the acquisition that would not be unreasonable, impractical or unduly burdensome to perform and (2) Parent has no actual knowledge that would give it reason to believe that there is sufficient overlap in ownership that would result in an acquisition of control, as defined in section 304(c).

Therefore, and based solely on the information submitted and representations made by the taxpayer, the IRS held that section 304 did not apply to any of the exchanges of Target stock for cash and Parent stock pursuant to the acquisition.

Additional Considerations

PLR 202141005 underscores the difficulty that certain taxpayers may face in relation to determining whether there has been an acquisition of “control,” as defined in section 304(c), in public M&A transactions that have overlapping and unidentified common ownership. While no clear guidance is provided by the IRS, taxpayers may wish to take into consideration the different steps that the Parent took in order to establish that determining the complete percentage of overlapping ownership was not possible.

Notice 2022-1 – Tax Reporting for Discharged Student Loans

On December 21, 2021, the IRS released an advance version of Notice 2022-1,¹² which directs lenders or servicers of eligible student loans that they should not file information returns or furnish payee statements under section 6050P), to report the discharge of student loans when the loan discharge is excluded from gross income under section 108(f)(5), as amended by the American Rescue Plan Act of 2021 (“ARP”),¹³ for taxable years 2021 to 2025.

Section 9675(a) of the ARP amended section 108 to provide a special rule for discharges of certain student loan debt under section 108(f)(5). Under this special rule, gross income does not include any amount which would otherwise be includible in gross income by reason of the discharge (in whole or in part), after December 31, 2020 and before January 1, 2026, of loans provided for post-secondary educational expenses, whether the loan was provided through the educational institution or directly to the borrower. Such loans must have been made, insured or guaranteed by the United States, or an

¹² Notice 2022-1, 2022-2 I.R.B. (Dec. 21, 2021).

¹³ American Rescue Plan Act of 2021, Pub. L. 117-2, 135 Stat. 4 (March 11, 2021).

instrumentality or agency thereof, a State, territory or possession of the United States, or the District of Columbia, or any political subdivision thereof, or an eligible educational institution. Certain private education loans and loans made by certain educational organizations also qualify for this special rule.

Notice 2022-1 provides that when all or a portion of a student loan described in section 108(f)(5) is discharged after December 31, 2020 and before January 1, 2026, an applicable entity¹⁴ is not required to, and should not, file a Form 1099-C, *Cancellation of Debt*, with IRS or furnish a payee statement to the borrower under Code section 6050P as a result of the discharge. In general, section 6050P and the Treasury Regulations promulgated thereunder require an applicable entity that discharges at least \$600 of a borrower's indebtedness to file a Form 1099-C with the IRS and to furnish a payee statement to the borrower. In granting this relief, the IRS noted that the filing of an information return with the IRS, although not required, could result in the issuance of an underreporter notice (IRS Letter CP2000) to the borrower through the IRS's Automated Underreporter program and the furnishing of a payee statement to the borrower could cause confusion for a taxpayer with a tax-exempt discharge of debt.

Crypto Tax Reporting in Infrastructure Investment and Jobs Act

On November 15, 2021, President Biden signed into law the Infrastructure Investment and Jobs Act (the "Act"). Nestled within the 1039 page Act are newly created tax-information reporting requirements imposed on certain parties transacting in digital assets. By enacting these new tax-reporting requirements, Congress's intentions appear straightforward – increase tax compliance among the growing community of people transacting in cryptocurrencies and other digital assets. The Act generally expands tax information reporting requirements in two ways.

First, the Act amends the current requirement for any trade or business to report the receipt of more than \$10,000 of cash to include the receipt of digital assets. In other words, any person that is engaged in a trade or business and receives more than \$10,000 in cryptocurrency or other digital assets in a single transaction (or multiple related transactions) would be required to file an IRS Form 8300. Thus, companies considering the acceptance of digital assets as payment should consider these increased reporting requirements, which take effect beginning in the 2024 tax year.

Second, for purposes of tax information reporting, the Act amends Code section 6045 by expanding the term *broker* to include "any person who (for consideration) is responsible for regularly providing

¹⁴ Section 6050P(c)(1) defines an "applicable entity" to mean an executive, judicial, or legislative agency (as defined in section 3701(a)(4) of title 31, United States Code), and an applicable financial entity. An "applicable financial entity" is: (i) any financial institution described in section 581 or 591(a) and any credit union; (ii) the Federal Deposit Insurance Corporation, the Resolution Trust Corporation, the National Credit Union Administration, and any other Federal executive agency (as defined in section 6050M), and any successor or subunit of any of the foregoing; (iii) any other corporation which is a direct or indirect subsidiary of an entity referred to in subparagraph (i) but only if, by virtue of being affiliated with such entity, such other corporation is subject to supervision and examination by a Federal or State agency which regulates entities referred to in subparagraph (i); and (iv) any organization, a significant trade or business of which is the lending of money. Section 6050P(c)(2).

any service effectuating transfers of digital assets on behalf of another person,” and defining the term *digital assets* as “any digital representation of value which is recorded on a cryptographically secured distributed ledger or any similar technology as specified by the Secretary.” Thus, beginning with information returns filed after December 31, 2023, persons that fall within the definition of “broker” will need to consider whether they are required to report transactions relating to digital assets to the IRS in a manner similar to that of brokers of securities.

There is currently some support in Congress to amend the Act to narrow the scope of such information-reporting requirements and to ensure that the definition of broker does not capture unintended persons. In addition, future regulations that are issued by the US Treasury Department may address similar issues. Industry participants remain eager for additional guidance and clarity from the government as many begin preparing systems and processes to ensure compliance with these new reporting requirements.¹⁵

FinCEN Issuer Proposed Rules Requiring Certain US and Non-US Legal Entities to Report Beneficial Ownership Information

On December 8, 2021, the US Financial Crimes Enforcement Network (“FinCEN”) published a Notice of Proposed Rulemaking (“NPRM”) to implement registration and disclosure requirements of the Corporate Transparency Act (“CTA”),¹⁶ which was enacted into law as part of the National Defense Authorization Act on January 1, 2021.¹⁷ The requirements proposed in the NPRM, which apply to specified US corporate and other legal entities, as well as specified legal entities formed outside the United States that are registered to do business in the United States, will require the reporting and disclosure of such entity’s beneficial owners. The registration and disclosure requirements may be particularly relevant to banks and investment fund structures that establish legal entities in connection with financings and corporate acquisitions.

For a detailed summary, see our Legal Update, available at <https://www.mayerbrown.com/-/media/files/perspectives-events/publications/2021/12/fincen-issues-proposed-rules-requiring-certain-us-and-nonus.pdf>.

¹⁵ For a more detailed discussion on the expansion of US tax information reporting relating to cryptocurrencies and other digital assets, please see our Client Alert at <https://www.mayerbrown.com/en/perspectives-events/publications/2021/11/infrastructure-legislation-expands-us-tax-information-reporting-to-cryptocurrency-and-other-digital-assets>.

¹⁶ For previous coverage of the CTA, see CMTQ Volume 4 Issue 1, available at https://www.mayerbrown.com/-/media/files/perspectives-events/publications/2021/05/capital-markets-tax-quarterly-newsletter-volume-4-issue-1_new2.pdf.

¹⁷ Beneficial Ownership Information Reporting Requirements, 86 Fed. Reg. 69,920 (Dec. 8, 2021) (to be codified 31 C.F.R. pt. 1010). The comment period for the NPRM closes on February 7, 2022.

In the News

RECENT RECOGNITION

- **Mayer Brown elevates 65 lawyers worldwide on January 1, 11/18/2021**
39 lawyers were elevated to partner, among them including James Kelly, Kitty Swanson, John Ablan and Matt Bisanz, and 26 to counsel, among those including David Goett and Marla Matusic.
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RECENT SPEAKING ENGAGEMENTS

[Overview of Final Tax Regulations for IBOR Transition](#) | During this briefing hosted by PLI, Mayer Brown LLP partners Russell Nance and Steven Garden, and associate Brennan Young, discussed the recently released final tax regulations providing US tax relief for amendments to contracts addressing impending IBOR cessation. Key topics addressed, among others, included an overview of the US tax concern with amending a contract to address the transition away from IBORs; the IRS guidance available prior to the release of the final regulations; and mechanics of the final regulations and related practical considerations.

[Rule 10b5-1 and Share Repurchase Disclosure Proposals](#) | Various academic studies and some well-publicized sales by corporate executives made pursuant to 10b5-1 trading plans have drawn media scrutiny and attention from legislators, prompting calls for the SEC to take a closer look at the area. In addition, issuer share repurchase programs have been criticized by some politicians and media reports. On December 15, 2021, the SEC proposed amendments to Rule 10b5-1. On the same day, the SEC also proposed enhanced disclosures of share repurchases by issuers. During this webinar, Mayer Brown lawyers discussed the use of Rule 10b5-1 trading plans including by issuers, corporate policies relating to trading plans, and issuer share repurchase programs, as well as the potential impact of the proposed amendments. Specifically, they covered Rule 10b5-1 basics; proposed SEC amendments; share repurchase disclosure proposed amendments; areas as to which the SEC solicited comment; best practices for public companies; and what to expect in the months ahead on these issues.

[TEI Chicago Virtual Corporate Tax Session](#) | On February 2, 2022, Mayer Brown presented the TEI Chicago Virtual Corporate Tax Session. Topics covered included: Build Back Better Act (the "[BBBA](#)"); Litigation Finance – A New Securitization Asset Class; and Lending vs. Secondary Market Debt Purchases.

[Structured Products Legal, Regulatory & Compliance Series](#) | In the first of a two-part series on February 3, 2022, the Structured Products Association ("[SPA](#)") and Mayer Brown industry leaders covered the latest legal, regulatory and compliance developments in the structured products market. The first panel, *Recent NAIC Developments*, included discussions on the status of revisions to the NAIC bond definition, principal protected notes securities guidance, and other NAIC developments.

During the second panel entitled *LIBOR Transition Developments*, panelists provided attendees with the status of the transition/cessation of IBORs, and also discussed ISDA definitions, CMS, LIBOR indices, and final tax regulations.

[SEC Disclosures Issues and Developments for Foreign Private Issuers](#) | During this session hosted by the *Practising Law Institute* on January 11, 2022, Mayer Brown partners Brian Hirshberg and Christina Thomas discussed US SEC disclosures, issues and recent developments for foreign private issuers. Key topics addressed included areas of focus for SEC comments in anticipation of upcoming 20-Fs and 40-Fs, including climate change and cybersecurity matters; financial statement and MD&A considerations, including revenue recognition, tax, non-GAAP, and KPIs; SEC and PCAOB implementation of the Holding Foreign Companies Accountable Act; and areas of likely SEC focus in the coming months.

[Preparing for the 2022 US Proxy & Annual Reporting Season](#) | Hosted by the *Intelligize*, this December 2021 session included Mayer Brown partners, Jennifer Carlson and Christina Thomas, Mayer Brown counsel, Laura Richman, and Georgeson Managing Director of Business Development & Corporate Strategy, Brigid Rosati, who discussed issues impacting the 2022 proxy season. Topics covered spanned from shareholder proposals to ESG matters, as well as human capital management, board diversity, virtual meetings, say-on-pay, compensation disclosures, director and officer questionnaires, risk factors, MD&A, and electronic signatures on SEC filings.

[Annual Disclosure Documents 2021 Current Developments and Best Practices](#) | On December 7, 2021, The *Practising Law Institute* hosted a conference which highlighted important changes and updates over the past year in disclosure requirements. Expert panelists analyzed recent regulatory developments and discussed practical and useful best practices for attorneys working with disclosure documents. Mayer Brown's Jennifer Carlson was the Program Chairperson and participated on panel, *Ethics and Whistleblower Developments: Challenges Related to Preparing and Reviewing Disclosure Documents*, wherein she spoke about legal ethics issues that may arise when preparing disclosure documents, attorney's liabilities as gatekeepers, Rule 102(e) proceedings, whistleblower developments under Section 21F of the Securities Exchange Act of 1934, SOX 307, and other obligations with respect to ethical behavior, competence, and conflicts of interest for lawyers.

[PLI Tax Strategies for Corporate Acquisitions Dispositions Spin Offs Joint Ventures Financings Reorganizations and Restructurings](#) | On December 1, 2021, Gary Wilcox spoke on "Current Issues in M&A" at the PLI conference, Tax Strategies for Corporate Acquisitions, Dispositions, Spin-Offs, Joint Ventures, Financings, Reorganizations & Restructurings 2021. The three-day program focused on the tax issues presented by the entire spectrum of modern major corporate transactions, from single-buyer acquisitions of a division or subsidiary to multiparty joint ventures, cross-border mergers, and complex acquisitions of public companies with domestic and foreign operations, including spin-offs and other dispositions of unwanted operations.

[Pocket MBA 2021: Finance for Lawyers and Other Professionals](#) | The *Practicing Law Institute* hosted a conference on November 18 - 19, 2021 with Anna Pinedo as Program Chairperson, which was designed to improve understanding of business strategies, accounting fundamentals, and the vocabulary used by management, investors, auditors, and bankers. Addressing current topics in finance, an experienced and diverse group of professionals covered a broad overview of finance and practical legal considerations that have emerged in the business world. The program discussed the ethical issues that attorneys face when dealing in the business world, diving into the rules of ethics for discovery, privileged communication, and disclosure obligation. Anna Pinedo participated on the panel, *Investment Banking Basics: Fundamentals of Capital Structures*, which included discussion on common financing alternatives, including debt, equity, and hybrids; sources of funding for public and private markets; liquidity, specifically, raising and deploying capital; finding the Optimal Capital Structure; and current marketplace developments. On the second day of the program, Mayer Brown associate, Corina Cercelaru, was a speaker on the panel titled *Regulatory and Legal Compliance in International Business & Trade*. Specifically, this panel provided an overview of prevalent threats companies face today, and discussed cross-border enforcement landscape and developments, prioritizing compliance resources, and also answered the question: What does corporate compliance look like in different industries?

[2021 US ECM Roundtable: SPACs at a Crossroads](#) | Hosted by *International Financing Review* on November 17, 2021, the roundtable brought together a panel of senior industry professionals to evaluate the current state of play within the market. Moderated by IFR's US editor, Stephen Lacey, panelists examined how SPAC IPO terms changed over time; implications of "Bring Your Own Buyer" and back-end funding/redemptions for a merger; the SEC's stance on its new accounting treatment for SPAC warrants; accounting treatment fairness; implications on SPAC funding; plaintiffs' allegations in the recent spate of lawsuits against certain SPACs; and SPAC investors redemptions.

[REVERSEinquiries Workshop: Where Are We Now & Where Are We Going? The Transition Away from IBORs](#) | On November 10, 2021, David Duffee and Ed Parker hosted a session to provide a recap of where we currently stand and what is to be expected in the shift of IBORs. The following topics were covered: an overview of current trends and developments with the IBOR transition; status of tough legacy contract legislation in the US, UK, and EU; fallback recommendations related to LIBOR and SOFR; the path to Synthetic LIBOR; and tough old gut: EONIA to ESTR and Fed Funds to SOFR in ISDA Credit Support Annexes.

[Tax Strategies for Corporate Acquisitions, Dispositions, Spin-Offs, Joint Ventures, Financings, Reorganizations & Restructurings 2021](#) | James Barry spoke at PLI's three-day hybrid event. This three-day program focused on the tax issues presented by the entire spectrum of modern major corporate transactions, from single-buyer acquisitions of a division or subsidiary to multiparty joint ventures, cross-border mergers, and complex acquisitions of public companies with domestic and foreign operations, including spin-offs and other dispositions of unwanted operations.

[AFIRE Tax & Regulatory Summit](#) | On November 9, 2021, Michelle Jewett participated in AFIRE's (Association of Foreign Investors in Real Estate) annual Tax & Regulatory Summit for 2021. The event discussed recent SEC activities, ESG and issues related to tax reform.

[Direct Listings: Experiment or New Paradigm?](#) | Co-Founder and CEO of Amplitude Analytics joined Anna Pinedo and Brian Hirshberg as a panelist during this November 3, 2021 program. In addition to sharing Skates' company's direct listing experience, the panelists also discussed the basics of a direct listing; legal requirements, timing, and costs compared to an IPO; the marketing process, market-making, and liquidity; the stock exchange rules; and capital-raising in connection with a direct listing.

[Financing Alternatives for Banks](#) | This October 27, 2021 session, hosted by Mayer Brown's Brad Berman and RBC Capital Markets' Anthony Ragozino, provided a recap of recent capital markets activity by banks. The session discussed some of the regulatory developments that have impacted, and continue to impact, issuances by financial institutions. Topics included: issuance levels and trends; an overview of the various offering alternatives, including Rule 144A offerings, Section 3(a)(2) offerings, and SEC registered offerings; regulatory developments affecting issuances, including bail-in requirements, as well as TLAC and LCR requirements; and disclosure requirements and practices for exempt offerings.

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VOLUME 04, ISSUE 04 | February 8, 2022

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