



T: 55.11.3708.1824
lauren.bennett@skadden.com

Education

J.D., University of Pennsylvania Law School, 2008

B.A., Rutgers University, 2005
(*summa cum laude*, Valedictorian)

Bar Admissions

New York

Languages

English

Portuguese (working knowledge)

Lauren Bennett assists Latin American and U.S. clients in a wide range of corporate transactions, including public and private offerings of equity and debt securities, and mergers and acquisitions. Ms. Bennett has worked on more than 50 securities offerings, including for Banco BTG Pactual, Azul, Rede D'or, Oi, Raízen and Ultrapar. In addition, she has been involved in several high-profile M&A transactions, including de-SPAC transactions involving Brazilian targets.

Ms. Bennett is regularly ranked among leading professionals in Latin America as a notable practitioner by *IFLR1000* and was recently named by *Latinvex* as a rising star in Latin America. In 2021, *Global Legal Chronicle* ranked Ms. Bennett first for Brazilian Equity Capital Markets among all practitioner in Brazil in terms of transaction value.

Significant transactions have included the representation of:

Equity Offerings

- Semantix Tecnologia em Sistema de Informação S.A. in its merger with Alpha Capital Acquisition Company at an equity value of \$1 billion, being the first tech de-SPAC transaction in Brazil. As a result of the merger, Semantix will become a Nasdaq-listed publicly traded company;
- XPAC Acquisition Corp, a SPAC sponsored by XP Inc., in its \$200 million Nasdaq IPO;
- Itau BBA, Bank of America, BTG Pactual and Santander as placement agents in the R\$1.13 billion Rule 144A/Reg S initial public offering of common shares of Clear Sale S.A. The offering was registered in Brazil and the shares were listed on the Novo Mercado segment of the Brazilian B3 stock exchange;
- Rede D'Or São Luiz S.A. (Brazil) in its:
 - R\$10.1 billion (US\$2 billion) combined primary/secondary IPO of common shares and listing on the Brazilian B3 stock exchange. This is the third-largest IPO ever in Brazil; and
 - R\$4.9 billion (US\$1 billion) combined primary/secondary follow-on offering of common shares;
- BTG Pactual, Citigroup, BofA Securities, Credit Suisse, Bradesco BBI, J.P. Morgan, Santander, XP Investimentos, HSBC, Safra and Scotiabank in the US\$1.2 billion initial public offering of Raízen S.A. (the largest locally listed IPO in 2021). Raízen is a Brazilian biofuels and renewable energy producer and distributor;
- Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Itau BBA USA Securities, Inc. as global coordinators in Azul S.A.'s US\$645 million IPO of preferred shares in the form of American depositary shares on the New York Stock Exchange and preferred shares on the São Paulo Stock Exchange, and, subsequently in the US\$362 million secondary offering of preferred shares of Azul S.A. in Brazil and internationally;
- Península, controlled by Abilio Diniz, as a selling shareholder in the R\$5 billion (US\$1.6 billion) initial public offering of Carrefour's Brazilian subsidiary. This was the country's biggest initial public offering in four years;

- Banco BTG Pactual and BTG Pactual Participations (Brazil's leading independent investment bank) in their landmark US\$2 billion initial public offering of units ("Deal of the Year for 2012" by *IFLR*);
- Merrill Lynch, Pierce, Fenner & Smith, BTG Pactual US Capital, Bradesco Securities, Itau BBA USA Securities, Santander Investment Securities and XP Securities in Omega Geração S.A.'s R\$464 million Reg S/Rule 144A IPO of its common shares;
- Westwing Comércio Varejista S.A., a Brazil-based e-commerce company, in a US\$190 million primary and secondary initial public offering under Rule 144A/Reg S. The shares were listed on the São Paulo Stock Exchange in Brazil;
- Valid Soluções e Serviços de Segurança em Meios de Pagamento e Identificação S.A. in connection with its \$100 million follow-on offering of common shares under Rule 144A/Regulation S, with a simultaneous offering in Brazil under CVM Rule 476, a novel private placement exemption from the registration requirements of Brazilian securities law. This was the first offering of its kind in Brazil under CVM Rule 476;
- International Meal Company Alimentação S.A. and Advent International in a US\$140 million secondary offering of common shares on the São Paulo Stock Exchange and placed through restricted placement efforts in Brazil and under Rule 144A/Reg S abroad;
- FPC Par Corretora de Seguros S.A. and the selling shareholders in their initial public offering of common shares on the São Paulo Stock Exchange and placed under Rule 144A/Regulation S abroad;
- GAEC Educação S.A. (a Brazilian company that operates in the education sector) in its US\$213 million initial public offering of common shares on the São Paulo Stock Exchange and placed under Rule 144A/Regulation S abroad;
- Banco Itaú BBA S.A., Banco BTG Pactual S.A., Bank of America Merrill Lynch Banco Múltiplo S.A., Banco de Investimentos Credit Suisse (Brasil) S.A. and Banco Bradesco BBI S.A. as joint bookrunners in the US\$250 million Rule 144A/Reg S follow-on offering of units of Abril Educação S.A. (Brazil);
- Lojas Quero-Quero S.A. (Brazil), as issuer, and a fund managed by Advent International Corporation, as selling shareholder, in the US\$355 million combined primary/secondary initial public offering of Lojas Quero-Quero;
- Allied Tecnologia S.A. (Brazil), a portfolio company of Advent International Corporation, in its US\$34 million combined primary/secondary initial public offering of common shares. The shares were listed on the B3 Market segment of Bovespa;

Debt Offerings

- Rede D'Or Finance S.à r.l. as issuer and Rede D'Or São Luiz S.A. as guarantor in its US\$500 million Rule 144A/Reg S offering of 4.950% notes due 2028. The notes were listed on the Luxembourg Stock Exchange;
- Banco BTG Pactual S.A. in its self-tender offer for up to US\$390 million of its 8.75% perpetual noncumulative junior subordinated notes. As of the expiration date, a total of \$498 million aggregate principal amount of notes had been validly tendered, representing 38.3% of the total aggregate principal amount;
- Banco BTG Pactual S.A. the establishment of its US\$5 billion medium-term note program and various issuances thereunder, including:
 - acting through their Luxembourg branch, in their \$500 million Rule 144A/Reg S notes due in 2023 and bearing interest at 5.500%;
 - US\$1 billion Rule 144A/Reg S offering of 4% senior notes due 2020 listed on the Luxembourg Stock Exchange; and
 - US\$160 million Reg S offering of 4.1% senior notes denominated in Chinese renminbi due 2016. This was the first public offering of Brazilian bonds in the Chinese market;
- Citigroup, Deutsche Bank, HSBC, Banco Votorantim, Banco do Brasil, Bank of America Merrill Lynch, Mitsubishi UFJ Financial Group and Santander, as initial purchasers, of Votorantim Cimentos S.A.'s €500 million offering of 3.50% Notes due 2022 under Rule 144A/Regulation S. The notes were listed on the Irish Stock Exchange;
- Banco Bradesco BBI S.A., Banco BTG Pactual S.A. – Cayman Branch, Citigroup Global Markets Inc., HSBC Securities (USA) Inc. and Itau BBA USA Securities, Inc. as joint bookrunners in a \$750 million Rule 144A/Reg S offering of 5.75% senior notes due 2024 issued by Cimpor Financial Operations B.V.;
- BTG Investments L.P., as issuer, and BTG Pactual Holding S.A., as guarantor, in the establishment of its US\$2 billion global medium-term note program and US\$700 million Rule 144/Reg S offering of 4.5% senior notes due 2018 under the program; and in the establishment of its unguaranteed \$3 billion medium-term notes programme, listed on the Luxembourg Stock Exchange;
- Merrill Lynch, Pierce, Fenner & Smith Incorporated, Itau BBA USA Securities, Inc. and J.P. Morgan Securities LLC as joint bookrunners in a \$750 million Rule 144A/Regulation S offering of senior notes issued by Votorantim Cimentos S.A.;

Lauren R. Bennett

Continued

Mergers and Acquisitions

- Estre Ambiental in its merger with Boulevard Acquisition Corp. II and the related public listing of the surviving Cayman entity;
- The Carlyle Group in its equity investment in Rede D'Or São Luiz, the largest private hospital operator in Brazil;
- Natura Cosméticos S.A. (Brazil) in its US\$71 million acquisition of a 65% stake in Emeis Holdings Pty Ltd. (Australia);
- Marcos and Ricardo Mauad Arede, the owners of Drogaria Onofre Ltd., in the sale of the company's outstanding shares to an affiliate of CVS Caremark Corporation. The transaction represented CVS Caremark's first acquisition outside the United States;
- ING Americas in the sale of its group reinsurance business to RGA;
- a Brazilian investor in the \$450 million club deal purchase of BarBri Inc.;
- Temasek Holdings (Private) Limited in its syndication of its \$400 million investment in Odebrecht Oil and Gas S.A.;

Restructurings/Financings

- Usinas Siderúrgicas de Minas Gerais S.A. (USIMINAS) (Brazil) in the first phase of its US\$2 billion out-of-court debt restructuring pursuant to which the company refinanced nearly 92% of its total indebtedness;
- AES Tiete Energia S.A. (Brazil) in connection with an internal corporate restructuring involving, among other steps, the Rule 144A/Reg S exchange offer of equity securities in the form of AES units and AES American depositary shares;
- BTG Pactual Group S.A. (Brazil) in the US\$1.6 billion spin-off of a portion of its commodity trading unit;
- Tarpon Group (a Brazil-based alternative investment group) in the delisting of its BDRs from the São Paulo Stock Exchange and subsequent redomiciliation from Bermuda into the United States;
- Metropolitan Life Insurance Company in its loans to Brazilian agricultural companies;

Investigations and Other

- a Brazilian based U.S. publicly traded company in an internal investigation based on allegations of misconduct by the relevant Brazilian authorities;
- prominent sovereign wealth entities in the deployment of approximately \$3 billion in hedge funds and private equity funds; and
- investment banks and investment advisers, including extensive work with BlackRock, in connection with the structuring and distribution of U.S. and non-U.S. private investment products, including multi- and single-strategy hedge funds.