Nazmiye Anna Gökçebay

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Tax



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Education

LL.M., New York University School of Law, 2009

J.D., Columbia Law School, 2006

B.A., City University of New York, Hunter College, 1993

Bar Admissions

New York

Associations

Member, Private Investment Fund Tax Forum

Nazmiye Gökçebay advises domestic, international and multinational clients, both public and private, on the U.S. federal income tax aspects of a wide variety of transactions, including domestic and cross-border mergers and acquisitions, joint ventures, divestitures and restructurings.

Ms. Gökçebay has extensive experience counseling on capital markets transactions, complex financial instruments, derivatives and securitizations, including whole-business securitizations. She also represents domestic and international asset managers in connection with onshore and offshore fund formations as well as sovereign wealth funds, pension plans and other institutional investors with respect to their investments in private funds and managed accounts.

In recognition of her work, Ms. Gökçebay has been named one of *Lawdragon*'s 500 Leading Global Tax Lawyers.

Representative experience in **mergers, acquisitions and divestitures** includes:

- Nasdaq, Inc. in various transactions, including the spin-off of its private market trading platform to create Nasdaq Private Markets, a joint venture with SVB Financial Group, Citigroup, Goldman Sachs and Morgan Stanley
- a consortium that included BNY Mellon, Citi, Clearstream, Computershare, Deutsche Bank, HSBC, JPMorgan and State Street in connection with its investment in Citigroup's spinoff of its electronic proxy voting platform, Proximity
- Dayco, LLC (formerly Mark IV, LLC), a leading engine products and drive systems supplier for the automotive and aftermarket industries, in various private transactions and corporate governance matters, including its bankruptcy reorganization and restructuring, its acquisition of substantially all of the assets of Metavation LLC (a subsidiary of Revstone Industries, LLC) and its acquisition by Hidden Harbor Capital Partners
- Endo Health Solutions Inc. in its $1.6 billion acquisition of Canadian pharmaceutical company Paladin Labs Inc., its $2.9 billion acquisition of American Medical Systems Holdings Inc. and its $1.2 billion acquisition of Qualitest Pharmaceuticals Inc.
- American Standard Companies Inc. in its spin-off of WABCO, Inc., its commercial vehicle safety and control systems business, to its public shareholders
- L'Occitane International S.A. (Luxembourg) in its $900 million acquisition of Elemis Ltd. (United Kingdom) from Steiner Leisure Limited (Bahamas)
- Eurazeo SE (France), one of Europe's leading private equity companies, in its acquisition of a 30% stake in Rhône Group LLC
- Google in various private acquisition transactions

Representative experience in **fund formation and investment** includes:

- Arrow Global Group PLC (United Kingdom) in the establishment of its new fund management business and the successful launch of its new pan-European NPL Fund, Arrow Credit Opportunities SCSp, with initial commitments of €838 million
- BlackRock, Inc. in connection with the organization of several investment funds within its Direct Lending Strategy platform, with a strong focus on tax-driven structures in the Cayman Islands, Ireland and Luxembourg for both commingled funds and managed accounts
- Fortress Investment Group LLC in connection with the structuring and launch of several of its flagship Fortress Credit Opportunities Funds, including a number of managed accounts for sovereign wealth funds, state pension plans and other large institutional investors

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Representative experience in **capital markets** includes:

- CEMEX, S.A.B. DE C.V., a global building materials company based in Mexico, in its $1 billion Rule 144A offering of green subordinated notes
- underwriters including Citigroup Global Markets Inc., Goldman Sachs & Co. LLC, BofA Securities and Morgan Stanley & Co. LLC in a $1 billion offering by AES Corporation of equity units consisting of a forward purchase contract and cumulative perpetual convertible preferred stock
- Stevanato Group S.p.A. in its $693 million initial public offering of ordinary shares and listing on the New York Stock Exchange. This was the first-ever Italian company that listed its ordinary shares rather than American depositary receipts on a U.S. stock exchange

Representative experience in **structured finance** includes:

- Brookfield Renewable Partners L.P. (Bermuda) in its first-of-its-kind private asset-backed securitization of a portfolio of 376 distributed generation commercial and industrial solar assets
- Fair Square Financial LLC in the first general purpose credit card securitization in over a decade
- Chase Bank USA, National Association as sponsor of Chase Issuance Trust (CHAIT 2011-A2) in the public issuance of $500 million of credit card asset-backed notes
- LendingClub in a number of matters, including whole loan transactions structured as tradeable, pass-through securities called CLUB Certificates