# Carlo von Hanstein

Counsel, São Paulo

Corporate



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**Education**

LL.M., The University of Chicago Law School, 2016

Maîtrise, University of Paris II - Pantheon Assas, 2015

First State Exam, Humboldt University of Berlin, 2015

**Bar Admissions**

New York

Foreign Consultant admitted by the *Ordem dos Advogados do Brasil* (Brazilian Bar), São Paulo section

**Languages**

English

Portuguese

French

German

Carlo von Hanstein provides New York law advice to Brazilian, Latin American and U.S. clients in a wide range of corporate transactions, including cross-border mergers and acquisitions, public and private equity/debt offerings, investment management transactions, liability management transactions and financings. He also has experience advising clients on how to become public companies, as well as on corporate and securities compliance matters.

In recognition of his work, Mr. von Hanstein was named one of *Latinvex*'s 2026 Latin America's Rising Legal Stars.

Select representative transactions include:

**Equity Offerings:**

- SEC-registered IPOs and follow-on offerings, including of XP, GP-Act III Acquisition Corp. (a SPAC sponsored by GP Investments) and Sendas Distribuidora (Assaí)
- Rule 144A/Reg S IPOs and follow-on offerings, including of Hidrovias, Raízen, Lojas Americanas, B2W, Rumo, BTG Pactual, PetroRecôncavo, Clear Sale, Méliuz, Banco PAN, AES Brasil, Cury Construtora, Allied Tecnologia, Eletromidia, Espaçolaser, Santos Brasil and Compass Gás e Energia

**Debt Offerings:**

- Rule 144A/Reg S notes offerings, including of Cosan, Lojas Americanas, Nexa Resources, Hidrovias, Ultrapar, BTG Pactual and Mubadala
- other transactions, including a Reg S-only notes offering of Oi, a private placement of green bonds of BTG Pactual and a private placement of notes of Banco do Brasil

**Mergers and Acquisitions/Corporate Transactions:**

- CSN in private M&A transactions, including the currently contemplated sale of German-based long-steel producer Stahlwerk Thüringen GmbH at an enterprise value of €550 million
- JHSF in its:
  - acquisition of Embassair, a fixed-base operator serving executive aviation clients at Miami-Opa Locka Executive Airport
  - $160 million acquisition of Uruguay-based Enjoy Punta del Este Resort & Casino, marking JHSF's entry into the casino industry outside Brazil and expanding its international luxury portfolio
- the special committee of the board of directors of Nasdaq-listed Arco Platform Limited in connection with Arco's unsolicited $1.5 billion take-private transaction
- HPX in its $798 million business combination with Emergência Participações, with the combined entity listed on the NYSE
- Manulife in its acquisition of a 75% interest in Comvest for $937.5 million upfront
- Tidewater Inc. in its $500 million acquisition of Wilson Sons Ultratug Participações S.A. and its affiliate Atlantic Offshore Services S.A.
- GP Investments in its growth equity investment in Series A Senior Convertible Preferred Stock of Zevia PBC, a NYSE-listed modern soda brand built on clean-label products

- XP Asset in its strategic investment in U.S.-based Collective Liquidity
- New Wave Tech in its corporate reorganization and investments by Orion Resource Partners and Lorinvest
- Opportunity Asset Management in the $1.13 billion sale of its 48% stake in Santos Brasil
- Embraer S.A. in (i) its contemplated $4.2 billion sale of an 80% stake in its commercial aircraft and services business to The Boeing Company, and (ii) joint venture to promote and develop new markets for Embraer's military transport aircraft
- XP Inc. in the ongoing administration of and strategic advice regarding its partnership equity program
- SuperBac Biotechnology in a minority investment by XP Private Equity
- Vórtx, a Brazilian technology company, in connection with a Series B funding led by FTV Capital
- Hidrovias in the acquisition of the South American shipping business of Imperial Logistics
- XP Vista Asset Management in connection with the constitution of a litigation fund and a capital commitment by Siguler Guff

**Liability Management and Financings:**

- tender offers, exchange offers, consent solicitations and other liability management exercises, including for Mubadala, InterCement, Votorantim Cimentos, Oi, Cielo and Banco do Brasil
- a syndicate of banks in two revolving credit facilities of Votorantim Cimentos and CBA

Mr. von Hanstein also provides *pro bono* legal services to clients in New York and São Paulo, including individuals from underserved communities and nonprofit educational organizations helping to advance access to justice and support community development.