

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, BTW, 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:

- Tidewater Inc. in its \$500 million acquisition of Wilson Sons Ultratug Participações S.A. and its affiliate Atlantic Offshore Services S.A.
- JHSF in its acquisition of Embassair, a fixed-base operator serving executive aviation clients at Miami-Opa Locka Executive Airport
- 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 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
- 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 in the sale of an 80% stake in its commercial aircraft and services business to, and joint venture with, Boeing
- SuperBac Biotechnology in a minority investment by XP Private Equity
- Vórtx in connection with a Series B funding led by FTV Capital
- Hidrovias in the acquisition of the South American shipping business of Imperial Logistics

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Continued

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.